JUDGEMENT NIGHT

BY

LEWIS COLICK

"It was involuntary. They sank my boat."

- John F. Kennedy, when asked how he became a hero.

SHOOTING DRAFT

AUGUST 28, 1992

Every man has wondered how he would perform when his life or the life of a loved one is in jeopardy.

Could he meet the challenge.

Would he be hero or coward.

Could he face combat.

A man does not have to go to war in a foreign land to find out.

All he has to do is take a wrong turn in the city where he lives.

FADE IN:

1 EXT. SUBURBAN STREET - EVENING 1

A real family neighborhood where the houses are neat and well cared for. On the front porch of one such house is FRANK WYATT, his wife LINDA and their toddler daughter, EMILY. Linda sits on the swing playing with Emily, while Frank checks his watch and looks off down the street.

FRANK
Come on, John...I told him, seven sharp. He knows Ray hates to be kept waiting.

LINDA
(smiling)
That's probably why he's late.

FRANK
He's messing up at school... getting into fights at football practice...

LINDA
Come on, honey, look on the bright side. Your brother's not going to be a teenager forever.

FRANK
Thank God...

LINDA
Unless, of course, he takes after your friend, Mike...

Linda smiles sarcastically as she nods across the street.

ACROSS THE STREET

MIKE PETERSON, a nice-looking, athletic guy around Frank's age. Mike's wearing a Purdue football team jacket that's got a few years on it. He leans against a bright red Porsche with dealer plates as he makes time with CINDY, a sexy teenager, who is buying Mike's line, whatever it is.

LINDA (V.O.)
Does your friend Mike have to bother that poor girl every time he comes over here?

(CONTINUED)

1. CONTINUED: 1.

BACK ON FRANK AND LINDA

As they watch Mike in action, Frank smiles.

FRANK
I don't think he's bothering her, honey.

Then a loud amplified voice is heard booming through the night. Frank and Linda react.

VOICE (V.O.)
Paging Frank Wyatt... Is there a Frank Wyatt in the area?

A HUMONGOUS CUSTOMIZED WINNEBAGO

-- comes rolling down the street. The amplified voice is booming out of a speaker that sits atop the roof. There's also a satellite dish up there.

Frank and Linda stare wide-eyed at the Winnebago. Little Emily laughs.

FRANK
Holy shit...

LINDA
What is that thing?

Mike and Cindy are also watching with mild astonishment. Then Mike gives Cindy a quick peck on the cheek and says --

MIKE
I'll give you a call.

Mike joins up with Frank, Emily and Linda.

MIKE
Now we know why Ray volunteered to pick us all up... so he could show off his new toy.

Frank kisses Linda.

LINDA
Have a nice time.

MIKE
(teasing)
Linda, you don't have a nice time at the fights.

1. CONTINUED: 1.

And as they start off toward the street, Frank kisses little Emily. Say --

FRANK
See you, gorgeous.
(to Linda)
I'll be home early.

MIKE
Say around eight A.M.

LINDA
Funny, Mike...

Frank and Mike get to the Winnebago which has pulled up in front. RAY COCHRAN'S behind the wheel. He's a successful looking guy about the same age as Frank and Mike.

RAY
Wait'll you see the inside.
(laughs to Frank)
It's bigger than your house.

2. INT. WINNEBAGO - MOMENTS LATER 2.

This is the recreational vehicle of all time. The list of goodies goes on and on. They include: three big screen T.V.'s, top of the line stereo, two telephones, rich leather upholstery, a full bar and liquor cabinet, microwave oven and, believe it or not, marble floors.

Ray shows off the R.V. to Mike and Frank, who have just climbed in. They are awestruck by its lavishness.

RAY
(showing off RV)
Pretty spiffy, huh? This baby's got everything, and I got a terrific deal on a three year lease.

MIKE
Three long years, huh?

RAY
Fuck you, Mike.

Frank hits a switch, just for the hell of it. The nearby card table actually begins descending till it's level with the seat. Frank and Mike laugh.

(CONTINUED)

2. CONTINUED: 2.

FRANK
Jesus Christ...

Ray hits the button to raise the table back up.

RAY
Don't touch anything. And keep your feet off the upholstery.

Ray's moving toward the driver's seat.

FRANK
We have to wait. My brother's not here yet.

RAY
(annoyed)
Oh, shit...well, you know my rule. If you're not on time, you get left behind.
(smiles)
Let's take the cheerleader.

Ray points to Cindy, the pretty teen Mike was hitting on still standing by the Porsche.

MIKE
(big smile)
How many times do I have to tell you, Ray? Girls who've got bodies like <u>that</u>, go for guys who've got bodies like <u>this</u>.

Mike is indicating himself, of course. Ray chuckles with grudging admiration for Mike.

RAY
You sonavabitch...
(to Frank)
You know, back in school, I could understand his appeal to women. College girls are suckers for that bullshit jock crap...But now...
(to Mike)
...there is absolutely no reason why you should get laid more than I do.

MIKE
Hah!

2. CONTINUED: 2.

RAY
(half kidding)
I've got money, power...a big Winnebago...what have you got?

MIKE
(teasing Frank)
Hey, this is the man who's got the good life.

FRANK
You're damn right...

MIKE
Nice house, cute kid, gorgeous wife... and she even lets him out of the house once a year.

FRANK
I know you never believe me when I tell you this, but I don't want to go anywhere.

MIKE
Frankie...

FRANK
You should be so lucky to find a girl like Linda.

MIKE
Just what I need. Linda hates me.

FRANK
She does not.

Mike nods.

FRANK
I've been married to the woman for five years. I would know if she...

But Mike's just smiling. Finally Frank siles too. He nods.

FRANK
She hates you.

Just then the sound of screeching tires is heard and --

2. CONTINUED: 2.

A LATE EIGHTIES CHEVY Z-28

rounds the corner and comes screaming down the street. It's heading right for the Winnebago at a very high speed, and Ray's getting nervous.

RAY
What's he doing?

Frank grimaces as they watch the car come to a screeching halt less than an inch from the Winnebago's front bumper. The door opens and out steps Frank's brother, JOHN WYATT. John's about seven years younger than Frank. The same good looks, but radically different style. John's got on a heavy metal tee shirt and ragged jeans. He obviously thinks Ray's R.V. is ridiculous and he says with a laugh --

JOHN
Hey, Ray, what's with the tank? Where we going to Iraq?

RAY
(barking)
Just get in.

Frank rushes to open the door and opens it. As John climbs in, Frank whispers with annoyance --

FRANK
Hey, John...

JOHN
(shrugs)
He's not my boss,

Mike puts his arm around John. These two are pals.

MIKE
Hey, Johnny, how's it going?

JOHN
Great.

FRANK
(sarcastic)
Yeah, great. He got into another fight at football practice.
(to John)
You know, if you don't knock it off with the tough guy routine, the coach is gonna kick you off the team.

(CONTINUED)

2. CONTINUED: 2.

Mike laughs as he says to John --

MIKE
Like hell he will. Coaches love it when you show them that you're not afraid to kick some butt. Believe me.

John smiles. Frank wishes he could relate to his brother as easily as Mike does.

Ray announces grandly from the drivers seat --

RAY
Okay, fight fans, what say we pop open some brewskis, and let's get this show on the road.

The guys shout "all right" then Ray throws it into gear and the huge vehicle starts off. Through the huge rear windows, Frank waves goodbye to his wife and daughter, still on the porch.

3. EXT. SHORELINE DRIVE - HELICOPTER SHOT - EVENING 3.

Cruising slowly along the shoreline drive. We hear the conversation from within. Excited.

RAY (V.O.)
Man, I've been dreaming about this fight for weeks...

Enthusiastic voices of agreement.

MIKE (V.O.)
So Frank, seriously...how did you get out of the house tonight anyway? Linda give you a permission slip?

4. EXT. SHORELINE DRIVE - INSIDE WINNEBAGO 4.

Everybody's got a beer. Except Ray, behind the wheel. He's drinking a cocktail.

FRANK
Got it right here.
(searching pockets)
Damn... where did I put that thing?

JOHN
(smirking)
You think he's kidding?

(CONTINUED)

4. CONTINUED: 4.

MIKE
Man, there's nothing better than watching two good middleweights, who goddamn hate each other going head to head.

RAY
(boastfully)
Especially from ringside.

The men are more than impressed, they're excited.

MIKE
We're sitting ringside? You actually scored ringside?

Ray loves being the big man.

RAY
Where else would I sit?

John's playing around with a sleek, metallic contraption. He can't figure out what it is. The he hits a button and gets a flame. It's one of those overly complicated Sharper Image cigarette lighters. He laughs.

JOHN
Whoa!

Ray snaps at him.

RAY
Will you please put that down? Frank, take that away from him, will you please...

Frank starts to reach for the lighter, but John saves him the trouble. He smirks at Frank as he puts the lighter back down.

Phone rings. Ray picks it up.

RAY
(into phone)
Ray Cochran. Fine. Uh-huh. Yeah, what? Look, we agreed on ten percent down and you carrying back the rest at one over prime, not one and half. Don't give me that, Lerner, or my lawyers will have you and your shopping center tied up in court for the next five years.
(MORE)

4. CONTINUED: 4.

RAY
(pauses. Smiles)
So we do have a deal? That's fine. Goodbye.
(hangs up. Smiles at Frank)
One of the toughest pricks in the whole damn business, and I just gave it to him good.

FRANK
Sam Lerner does all right for himself. He's --

RAY
He's an asshole. Just like me. You have to be, if you want to get anywhere. That's your problem, Frank.

FRANK
My problem is that I'm not an asshole?

RAY
Your problem is you've got no killer instinct. Thats why you're sitting back there, and I'm up here in the driver's seat.

MIKE
Don't remind him...

RAY
Hey, there's worse things in the world than working for me.
(smiles)
Which reminds me...what are you up to this week? Your ever expanding resume is so hard to keep up with. Life insurance? No..you lost that job...exercise equipment? No --

MIKE
I'm --

RAY
(laughs)
Or did you finally catch on with the Bears?
(MORE)

(CONTINUED)

4. CONTINUED: 4.

RAY
(sarcastic)
Oh, I forgot...you hurt your knee on a motorcycle.

MIKE
(defensively)
I'm selling Porsches.

RAY
Right...right...used Porsches.

MIKE
Pre-owned Porsches...

RAY
So defensive...
(laughs)
It sure is funny the way things turned out...
(to John)
Back at Purdue, they were both such hot shit. The big football player and his playboy partner over here...They acted like they were doing me a big goddamn favor just by talking to me.
(to Frank and Mike)
Welcome to the real world, fellas.

Mike wants to change the subject. Badly. He checks his watch.

MIKE
We should have left earlier. It's almost seven-thirty.

RAY
(dismissive)
We've got plenty of time.
(grinning)
Believe me, I don't intend to miss one single solitary punch.

4A. EXT. EXPRESSWAY - HELICOPTR SHOT - DUSK 4A.

R.V. heads toward south side.

CUT TO:

5. EXT. EXPRESSWAY - INT. RV - NIGHT 5.

BLACKNESS. Suddenly, a BOXING GLOVE hurtles INTO SHOT. It flashes across the SCREEN until it collides against a sweaty white face. SMACK! The face whips back. A spray of blood. The black kid manages to force the white one into corner, then unleashes a furious rhythm of punches. Head shoulder head ribs ribs ribs ribs. O.S. we hear our guys --

RAY (O.S.)
This Jackson's a killer. Look at him go.

JOHN (O.S.)
The ref oughtta stop this.

MIKE (O.S.)
He's okay.

PULL BACK TO -- STILL INSIDE WINNEBAGO

-- our guys watching fight on the huge TV. Ray's at the wheel, watching the fight and drinking a beer.

ANNOUNCER'S VOICE
Lewis is taking a terrible beating as Jackson pours it on.

RAY
Look at this punk. I could take him... Hey, Frank, you're a big man with a buck. I'll bet you a dollar he doesn't last the round.

FRANK
You got it.

MIKE
(sarcastic to Ray)
Thank God for your satellite dish. Much better than sitting ringside...

6. EXT. EXPRESSWAY - NIGHT 6.

R.V. mired in expressway traffic jam.

Horns blaring. Tempers flaring. Traffic's at a standstill due to construction on the expressway. Two lanes are blocked off and all vehicles are being forced to merge ever so slowly into the two remaining open lanes. This section of the expressway runs through an industrial part of the city.

CUT TO:

7. EXT. EXPRESSWAY - INT. R.V. 7.

On the TV Ray shouts as the white boxer gets pounded.

RAY
Come on, Jackson! Kill him! Kill him! Yes!

White kid sinks to the canvas, just lays there, dazed in a major way. The Referee stands over him while the victor dances around them.

REFEREE
One, two, three, four, five...

FRANK
Come on, Lewis, get up! Get up!

RAY
Keep dreaming.

REFEREE
Eight, nine, ten. Out!

Our guys react. What a fight!

RAY
Pay up, Frank.

Guys laugh. Frank hands Ray a dollar, which Ray makes a very big deal out of taking from him. It's not the dollar, of course, it's the winning. Ray folds up the bill and puts it into his shirt pocket with a flourish. Says in his best Jackie Gleason voice --

RAY
How sweet it is.
(to Frank)
Did you see how he kept on coming? He enjoyed taking that kid apart. Killer instinct.

ANNOUNCER
Next up, Hernandez vs. Martin and then the fight we've all been waiting for...the battle between two top ranked middleweights...Lane vs. Davis.

MIKE
(to Ray)
Shit! This next one's not supposed to go three rounds. I don't believe this. We're gonna miss the main event.

(CONTINUED)

7. CONTINUED: 7.

RAY
(snarling at John)
Thanks to John...Way to go...

JOHN
Hey, I wa a minute late. Big goddman deal...

RAY
(barking)
Shut that thing off...

Frank shuts off the T.V. Ray takes another sip from his drink. Mike shakes his head. Says to Ray --

MIKE
Hey, Ray, slow down.
(smiles to Frank)
I guess A.A. was a bust.

RAY
(overhearing)
Fuck off.

Now Ray is distracted by the pickup truck in the right lane that he's trying to merge into. As Ray tries to inch into the lane, the pickup's horn starts blasting.

RAY
I don't believe this jerk...
he's not gonna let me in.

John is sitting directly across from the pickup truck. he calls out the window to the driver --

JOHN
Hey, how about it?

8. EXT. EXPRESSWAY 8.

The PICKUP DRIVER is a burly guy with a pretty blonde beside him. He shouts at John --

DRIVER
Wait your turn, assholes...or
I'll make you eat that fucking
boat

9. EXT. EXPRESSWAY - IN. R.V. 9.

John scowls and gives the guy the finger. Shouts --

JOHN
Hey, fuck you...

(CONTINUED)

9. CONTINUED: 9.

Frank can tell that John would really like to get into it with this guy.

FRANK
John, forget it...
(to Ray)
Better wait, Ray.

RAY
Bullshit...

Ray's not going to be thwarted. He cuts the wheel. Starts to inch into the lane, assuming the pickup driver will back off and let him in.

CUT TO:

10. EXT. EXPRESSWAY - PICKUP DRIVER 10.

No way is this guy going to let the R.V. in front of him, and as the R.V. starts inching in front of him, he does not slow down.

11. EXT. EXPRESSWAY - INT. R.V. 11.

The guys can see how close the two vehicles are to each other.

FRANK
Back off, Ray, he's not slowing down.

MIKE
He's going to hit us.

FRANK
Ray, look out!

12. EXT. EXPRESSWAY 12.

The pickup bumps into the side of the R.V.

13. EXT. EXPRESSWAY - INT. R.V. 13.

RAY
Did you see that? He hit me... he goddamn hit me...

JOHN
(shouting at guy)
You stupid prick.

DRIVER
Shut your hole, punk.

(CONTINUED)

13. CONTINUED: 13.

John jumps up and heads for door. Says to Mike --

JOHN
I'm gonna hand him his ass...

FRANK
John --

But John's not listening as he flies out the door onto --

14. EXT. EXPRESSWAY 14.

John charges right out onto the expressway. Heads for the pickup truck. The Driver jumps out of his truck. Shouts at John --

DRIVER
Come on, asshole, you and me.

But before John gets too far, Frank, who has followed him out, grabs John's arm.

FRANK
John, get back inside.

JOHN
Get off me.

The people stuck in their cars are enjoying this unexpected bit of theater. The burly guy taunts John --

DRIVER
Come on, John-boy. I'll kick you and your punk friend's ass.

John wants desperately to get at this guy, but Frank is pulling him away. Then suddenly Mike appears. He grabs the startled burly guy and shoves him roughly against a car. Hold him there. Stares at him with menace.

MIKE
How about me? You want to kick my ass? Hah?

DRIVER
(sizing Mike up)
You think I can't?

MIKE
(smiling)
I know you can't.

(CONTINUED)

14. CONTINUED: 14.

Finally Mike shoves the guy away.

MIKE
Go keep your girlfriend company. Or do you want me to do it?

Mike gives the guy's girl a smile. She returns it.

The burly guy decides Mike's mean to mess with. He tries lamely to save face as he walks back to his car muttering --

DRIVER
It's not worth the trouble...

Mike laughs as he puts his arm around Frank.

MIKE
Married life is making you soft, pal.
(to John)
I remember when your brother here woulda dumped that guy on his ass.

JOHN
So do I.

John storms off toward the R.V. Frank shakes off Mike's arm and goes after John.

FRANK
You can't get into it with every asshole who looks at you funny.

JOHN
Screw you.

Frank grabs John's arm. The two lock eyes.

FRANK
These are crazy times. Crazy people. Shit, you ever know what maniac's gonna pull out a gun and blow your damned head off. It happens in this city every day.

John tries to pull away. Frank holds tight. Says sternly --

FRANK
Now, I'm telling you for the last time...if you keep this crap up, I'm gonna --

(CONTINUED)

14. CONTINUED: 14.

JOHN
You're gonna what? You know, you've been an asshole ever since dad died. You're not my father, remember?

FRANK
Yeah, but I'm the one who's stuck having to deal with your shit so --

JOHN
You don't have to deal with anything. You just take care of your wife and kid. I can take care of myself.

John rushes back to RV. Frank lets him go. Mike comes up beside him. Pats his back.

MIKE
He's right, you know.

FRANK
(annoyed)
Wait until you have a kid...

MIKE
He isn't your kid.

The Winnebago's horn starts blasting, and Ray is waving for Frank and Mike to hurry back inside.

15. EXT. EXPRESSWAY - INT. R.V. - NIGHT 15.

As Frank and Mike get in Ray says with annoyance --

RAY
That was real smart...
(meaning John)
Can't this punk control himself?

Frank doesn't get to respond. Ray's got a funny look on his face. A little drunk.

RAY
Come on, close the door. We're getting out of here.

The guys exchange looks.

MIKE
What are you talking about?

(CONTINUED)

15. CONTINUED: 15.

RAY
I am not going to miss this fight...

Ray finishes off the beer he'd been chasing with vodka, and tosses the can aside. Then he cuts the wheel sharply to the right.

16. EXT. EXPRESSWAY-THE RV MUSCLING IT'S WAY INTO NEXT LANE 16.

Car horns blasting. Colorful obscenities shouted at Ray. Then the Winnebago pulls onto the shoulder where it stops.

17. EXT. EXPRESSWAY - INT. R.V. 17.

INSIDE THE WINNEBAGO

Ray punches up a view on the overhead monitors connected to the external video cameras that cover the RV's blind sides. Our guys don't know what Ray's up to.

MIKE
What are you doing? You already passed the off ramp.

RAY
Sit down, shut up and fasten your seatbelt.

And with that, Ray throws it into reverse. As RV lurches backwards, beer cans go flying and so do our guys. John and Mike are laughing hysterically. Mike says to Frank --

MIKE
You work for this man?

But Frank doesn't laugh.

18. EXT. EXPRESSWAY - WINNEBAGO LUMBERS BACKWARD 18.

sending red construction cones flying in its wake. It's an incredible sight to the other drivers, who watch wide-eyed as the huge vehicle rolls right over the truck tire and the mattress that had been strewn on the shoulder straight toward the off ramp about fifty yards back.

CUT TO:

19. EXT. EXPRESSWAY - INT. R.V. 19.

BACK INSIDE

MIKE
(laughing)
You're out of your fucking mind.

20. EXT. EXPRESSWAY - WINNEBAGO BACKING UP TO OFF RAMP 20.

Then it lurches forward and heads down the ramp. It hits the street and goes speeding off.

21. EXT. EXPRESSWAY - INT. R.V. 21.

BACK INSIDE

Ray smiles triumphantly. Grabs up another beer. The men shake their heads with both astonishment and appreciation.

FRANK
I don't believe you did that.

MIKE
I hope you know where you're going.

RAY
We double back around the expressway. How hard can it be?

22. EXT. SLUM STREET - R.V. - NIGHT 22.

Driving past dead closed factories, dim fort-like apartments protected by window bars and barbed wire, streets empty except for the rare street dog, or a person asleep in a doorway, huddled against the rising night wind.

23. EXT. SLUM STREETS - INT. R.V. - NIGHT 23.

The men are looking out the windows, taking in the dismal sights as though they were on some surrealistic safari tour bus through hell. Nobody's saying anything. Mike starts to sing the theme song to "Mr. Rogers' Neighborhood."

MIKE
(singing)
"It's a beautiful day in the neighborhood. Etc."

Ray starts talking to cover his nerves.

(CONTINUED)

23. CONTINUED: 23.

RAY
There's gotta be some real estate bargains to be found down here. I'd turn the whole area into a parking lot.

JOHN
That's great, Ray, but where's the damned expressway?

FRANK
Yeah, Ray, enough of the scenic route.

RAY
(he's bluffing)
I know what I'm doing.

The guys strongly suspect that Ray's full of shit. He's gotten them lost in this crappy, godforsaken neighborhood.

24. EXT. SLUM INTERSECTION/INT. R.V. 24.

As Ray stops for a red light, they notice --

A CLUSTER OF HULKING MEN

-- leaning against a tenement wall, laughing as they pass a bottle of wine back and forth. They seem to be staring at our guys. Ray is nervous. He reaches over and pushes down the door lock which had been left open. Mike winks at John as he reaches over and re-opens it. Ray pushes it back down with annoyance.

RAY
Knock it off!

Mike smiles. He's <u>really</u> going to play around with Ray.

MIKE
Let's ask those guys. They look like they know their way around here.

RAY
(thinks Mike's kidding)
Sure, why not?

And before anybody can react, Mike grabs Ray's P.A. mike. Speaks into it. Out comes his amplified voice --

(CONTINUED)

24. CONTINUED: 24.

MIKE
Hey, guys...can you come over here a minute?
(pointing to Ray)
My friend wants to ask you something.

RAY
(freaking)
Asshole!

Mike and John are cracking up.

Then two of the men break off from the group and start walking toward the R.V.

Mike and John laugh even harder.

JOHN
Here they come!

As the two men approach, they can see Ray is nervous. One of them smiles. Then he makes a quick move for something inside his pocket. A gun maybe?

JOHN
He's reaching for something.

Ray reacts, reaching quickly for a nearby console. He pops it open and an expensive pistol is revealed.

FRANK
What the hell are you doing?

But the man outside doesn't pull out a gun, he pulls out a bottle of Thunderbird. He was fucking with Ray. He knows Ray was scared, and he and his friend laugh. Then the red light changes to green and Frank says --

FRANK
Let's get going.

Ray agrees and steps on the gas. As he drives off, Ray shouts mockingly at the pair --

RAY
Get a job.

25. EXT. SLUM STREET/INT. RV - CONTINUOUS 25.

Mike reaches for the gun in console. Holds it admiringly.

(CONTINUED)

25. CONTINUED: 25.

MIKE
You actually know how to use this baby?

RAY
(proudly)
Northside Gun Club. Charter member.

John takes this opportunity to get a dig in at Ray.

JOHN
You were right, Frank. You never know what maniac's going to pull out a gun.

Mike and John exchange grins, but Frank shoots John a look. John says to Mike --

JOHN
Can I see it?

Mike is about to hand it to John, but Frank beats him to it. He takes the gun from Mike and puts it back in the console as he says --

FRANK
It's a beautiful gun, Ray, but I think what we could use right about now is a map.

The group voices its approval of this data.

26. EXT. SLUM STREET/INT. R.V. - CONTINUOUS 26.

MIKE
Even unarmed people who drive Hyundais have got maps.

Ray's becoming increasingly annoyed now. So is everybody else.

RAY
I don't know...look in there.

Ray's indicating one of the many glove compartments. Mike tries to open it. He can't. Ray barks --

RAY
Not that one...

MIKE
(tries another one)
This one?

26. CONTINUED: 26.

Now Ray is practically shouting at Mike as he turns to him.

RAY
The one on the left, goddamn it...

When Ray turns to Mike, he takes his eye off the road.

FRANK
Jesus, Ray, watch where you're going.

Nobody is watching the road so nobody sees THE KID as he darts into the headlights and WHUMP! is struck by the camper. Inside, at the sound of body impact and breaking headlight, Ray spins back to the road and stomps the brake. The Winnebago lurches to a stop.

RAY
What was that?

MIKE
We hit something.

The men are breathless as they look back through the rear windows. It's impossible to see anything. Finally, Ray says in a tone of forced lightness --

RAY
We hit a bump. Let's get going.

FRANK
Bullshit. I think we hit somebody.

Frank starts for the doors. Ray stops him. Says urgently --

RAY
Where the hell do yhou think you are? For chrissakes, there's scam artists in these neighborhoods. They make their living doing this.

JOHN
Doing what?

RAY
They run out into the street and get hit. Then they sue your ass off. Or worse. They blow your damn head off.

(CONTINUED)

26. CONTINUED: 26.

FRANK
We gotta take a look.

Frank opens the door. Ray barks an order --

RAY
Close that door.

But Frank knows what he has to do and he shoves past Ray.

FRANK
We've got to check it out.

Frank goes through the door. Mike grabs up a flashlight on his way out. John follows. Ray stays with the R.V.

27. EXT. SLUM STREET - NIGHT 27.

The camper sits lit up like a cabin on a dark, bleak, asphalt prairie. It's red blinking hazaard lights start flashing. The men step out. It's hard to see. They walk slowly. This neighborhood is scary as hell. The wind cries eerily.

ANGLE - KID'S CRUMPLED BODY

-- lying on the road like twisted rags. Frank is the first to see it.

FRANK
My God...

Frank rushes toward the kid. The others follow. Mike holds the flashlight on the kid. Mike gasps.

MIKE
I think he's dead.

KID
Fuck you too...

The Kid's hurt bad, but obviously still alive. Mike and the others exchange looks of relief.

RAY
(shouts from R.V.)
What happened?

FRANK
(shouting)
Dial 911.

(CONTINUED)

27. CONTINUED: 27.

Frank pulls off his jacket and lays it on the kid for warmth.

28. EXT. SLUM STREET/INT. R.V. - NIGHT 28.

Ray picks up the phone. Punches 911. He waits. Finally --

PHONE VOICE (V.O.)
Police emergency. Hello?

Ray is about to speak, but then he glances at his empty drink glass and quickly hangs up the phone. Then he is startled by the sudden appearance of Frank, who bursts breathlessly into the R.V.

FRANK
Did you get 911?

RAY
I tried, but...I couldn't. Probably no service in this shithole part of town.

FRANK
We're gonna have to get him to an emergency room...

Frank flips the switch that lowers the table level with the seats, this is where they will lie the kid down. Ray is getting mighty nervous.

RAY
Jesus Christ...I never even saw him. He just came out of nowhere, you know what I mean? Oh, my God...it wasn't my fault. Oh, my God...

29. EXT. SLUM STREET/INT. R.V. - CONTINUOUS 29.

And as Mike and John begin helping the wounded kid into the R.V., Ray steps in front of them, blocking the door.

RAY
Maybe we shouldn't get involved with this.

They all react.

MIKE
What?

29. CONTINUED: 29.

RAY

I just think maybe --

Frank impatiently shoves past Ray as he helps the others get the kid inside.

FRANK
What are you talking about? We're already involved.
(to the others)
Easy...

30. EXT. SLUM STREET/INT. R.V. - CONTINUOUS 30.

Ray watches uneasily as the guys lay the kid on the seat. Now as Frank's hand TEAR OPEN the back of the Kid's shirt, all their faces are stunned by what they see --

FRANK
Bullet wounds...

RAY
What are you saying, he's been shot?

It's tough for the Kid to speak, but this is important.

KID
You gotta get this damn thing moving. You gotta do it. Please...

Still working on the Kid, Frank opens Kid's belt, and WADS of BLOODY CASH fall out of bloody trousers. Staring reactions. Ray laughs sarcastically.

RAY
He's a thief. He probably got shot running away from the cops.

FRANK
We don't know that.

RAY
Like hell, we don't...

Ray is relentless as he tries to grill the frightened Kid.

30. CONTINUED: 30.

RAY
Come on, Kid, let's have the story. Who'd you rip off?

Mike shoves Ray out of the Kid's face.

MIKE
Leave him alone.

RAY
Great idea. Let's leave him and get the hell out of here.

MIKE
Are you nuts?

RAY
Listen...I've had a lot to drink tonight.

MIKE
No kidding...

RAY
I've already got one D.U.I. Do you want me to go to jail because of this goddamn punk?

FRANK
Ray --

Kid is terrified. He grabs John's arm. Squeezes hard.

KID
They're coming after me. Please... please...

John is shaken. Looks into Kid's eyes.

JOHN
We won't let anybody--

Ray's getting desperate. Tries to hide it.

RAY
The cops are gonna be here any minute. He'll be fine.

Kid screams louder now, desperately frightened.

KID
You gotta get me outta here. Now.

(CONTINUED)

30. CONTINUED: 30.

Ray snaps. He shouts at the screaming Kid.

RAY
Shut up, goddamn it. I can't hear myself think.

FRANK
Ray!

MIKE
(hears something)
Wait a minute. What's that?

31. EXT. SLUM STREET/INT. R.V. - CONTINUOUS 31.

Now they all hear it. A SIREN in the distance. Then through the front window, about five blocks in front, they see--

A POLICE CRUISER - LIGHTS FLASHING, WHOOPER ON.

Frank, Mike and John are elated.

FRANK
Yes!

MIKE
Thank God...

JOHN
(to the kid)
You're gonna be okay.

But the cop car keeps on going. Soon it's out of sight.

FRANK
Shit...they didn't see us...

Mike shouts to Ray --

MIKE
Come on, let's catch 'em.

But Ray is still hesitant.

RAY
I still think we should --

Frank gets right into Ray's face as he says --

FRANK
Dammit, Ray, if you don't want to drive this thing, I will.

(CONTINUED)

31. CONTINUED: 31.

Ray knows that he's really got no choice, and as he moves reluctantly into the driver's seat, he glowers at Frank.

RAY
Don't forget who the hell you're talking to...

Ray throws it into gear. Stomps on the gas.

In back, John holds the gasping wounded kid, and Kid grabs John's arm hard.

JOHN
Don't worry. We'll catch 'em.

Kid dares to calm down a bit. Says sincerely:

KID
Thanks, man... thanks...

32. EXT. SLUM STREET - RV - SAME 32.

as it goes roaring off into the night in the direction of the police car.

33. EXT. SLUM STREET/INT. RV 33.

Ray's really pushing it. The RV is flying. Ray blasts the HORN and Mike grabs up the P.A. mike.

MIKE
(into P.A. mike)
Hey! Police! We need some help! Wait up!

In the back the Kid's getting bounced around. John is hanging onto him.

34. EXT. SLUM STREET 34.

R.V. SPEEDING TOWARD INTERSECTION

it takes a right, as cop car did, but now there's no sign of the cop car.

35. EXT. SLUM STREET/INT. RV 35.

The men exchange frustrated looks.

RAY
Where the hell are they?

(CONTINUED)

35. CONTINUED: 35.

Then, without warning -- A SINGLE MASSIVE BOOMING CONCUSSION ROCKS THE RV

Total pandemonium in here as everybody and everything goes flying around -- including Ray's gun, as RV spins around in complete 180.

John is fighting to hang onto the groaning, bloody Kid. Ray shouts:

RAY
Jesus Christ!

And outside RV windows, a shadowy vehicle is SQUEALING away.

36. EXT. SLUM STREET - NIGHT 36.

The RV is SKIDDING wildly.

37. EXT. SLUM STREET/INT. RV 37.

Ray fights the wheel, turns into an alley and the RV, in a shower of sparks, GRINDS into the too small alley, jamming up like a cork in a bottle. They come to a grinding halt; everything flies forward, liquor bottles from the cabinet are SMASHED, more flying objects...

38. EXT. SLUM ALLEY/INT. R.V. - CONTINUOUS 38.

FRANK
What the hell hit us?

RAY
I thought I saw headlights but...
I don't know.

They try to look out through the windows, but they can't see a damned thing, as black smoke and steam from the busted radiator and torn-up engine billow out from the R.V. and obscure their views

MIKE
A hundred bucks says we just got bashed by some no-insurance asshole in a junker... Probably in the next damned state by now.

Ray is on the verge of hysteria as he surveys the damage inside the R.V.

(CONTINUED)

38. CONTINUED: 38.

RAY
Look at this mess. This is unbelievable...absolutely un-fucking believable...I can't even imagine what it looks like on the outside.

John's trying to help calm the wounded kid down. He makes a half-hearted attempt to shut Ray up.

JOHN
Maybe it's not so bad...

RAY
(shouting)
Not so bad...for chrissakes, smoke is pouring out of the goddamn thing...

Sure enough through the windshield a black cloud of smoke hisses up from the ruptured engine.

Ray starts for the door.

RAY
I'm afraid to even look...

Ray tries to get the doors open, but he quickly realizes that because the RV is jammed between the two walls of the alley, the doors are useless.

RAY
Oh, this is just beautiful... we're stuck.

John is holding onto the Kid. Trying to keep him conscious.

JOHN
Don't go to sleep. Stay with me...

The Kid opens his eyes. Says --

KID
Shit, man, I ain't going nowhere.

John smiles down at the Kid. The Kid returns it. Frank shouts to Ray --

FRANK
We've got to get out of here.

Ray tries starter. Nothing. He mutters curses. Tries again.

(CONTINUED)

38. CONTINUED: 38.

RAY
Great idea, but the damned thing won't start.

Ray gives up trying. The men are at a loss. They listen outside. It's dead silent except for the eerie sound of steam escaping from the R.V. Finally, Frank glances up at the moonroof.

FRANK
I'm gonna take a look around.

Suddenly the Kid starts shouting fearfully --

KID
They're out there, man. Don't do it. Don't...

RAY
(freaking)
What are you talking about? Who's out there?

KID
Don't do it...please...please...

RAY
(to Frank)
You'd better stay inside.

FRANK
We can't just sit here.

MIKE
(to Frank)
Better take the gun.
(to Ray)
Let him have it

Ray looks around. Now notices for the first time that the gun is missing.

RAY
Where the hell is it...

Ray starts looking around through the messy R.V., but Frank just says --

FRANK
Skip it.
(to Mike)
Give me a boost.

The Kid's groaning intensifies now.

(CONTINUED)

38. CONTINUED: 38.

KID
Oh... no... please... no...

John tries to calm Kid down as Mike boosts Frank up through the moonroof. John pats his brother's shoulder and says:

JOHN
Careful.

39. EXT. SLUM ALLEY - RV'S ROOF - NIGHT 39.

Frank cautiously sticks his head up. Can't see a damned thing. Then he turns the other way, the back of his head toward us. The silence out here is deafening, and we're sure that any second now something horrible is going to happen to him. Then Frank senses something. He whips back toward us. But there's nothing there. Only the night. From down below, Mike says:

MIKE
See anything?

40. EXT. SLUM ALLEY/INT. RV - NIGHT 40.

Frank drops back in. Mike helps him.

FRANK
Nothing. Not one damned thing...

CRASH! Crowbars SHATTER the large rear window. Hands reach in. They grab the terrified Kid. They start to pull him out, kicking and screaming, through the shattered window.

KID
Sykes! Don't! Sykes!

Our guys are stunned, terrified, caught totally off guard.

RAY
Jesus Christ!

John makes a frantic attempt to grab hold of the screaming Kid's legs.

JOHN
Leave him alone!

Suddenly, one of the figures gets right in John's face. We get a good look at him now.

(CONTINUED)

40. CONTINUED: 40.

This is SYKES, a man with a cruel smile and not a trace of a soul behind his eyes. He's flanked by two other men, one of whom is holding a crowbar.

SYKES
This man is our prisoner. I'm Dirty Harry. Special Task Force. Here's my badge.

Sykes doesn't show John a badge, he shows him a big-ass gun instead. Points it in John's face. John freaks and lets go of the Kid's legs. The Kid is pulled screaming through the smashed rear windows by Sykes's cohorts, who we will come to know as RHODES and TRAVIS. Rhodes cracks to the terrified Kid --

RHODES
Sorry to pull you away.

Rhodes is referring to the R.V. as he laughs --

RHODES
Man, could I throw a party in this goddamn thing...

As the Kid disappears through the window, the rest of our guys rush to the back and they all peer through the broken rear windows, watching in frozen terror as Sykes and his cohorts drag the screaming Kid to the mouth of the alley where a black sedan has appeared.

Ray's on the phone punching buttons. Nothing. Throws it down miserably and blurts out --

RAY
Shit, it was working a minute ago...

Frank shoots Ray a very nasty look.

FRANK
No service down here, huh, Ray?

41. EXT. ALLEY - BY THE SEDAN 41.

The wounded Kid's being held up by the men. Sykes stands in front of him.

SYKES
You thought you could steal from Fallon, you little piece of shit?

KID
Tell Fallon... tell him...

(CONTINUED)

41. CONTINUED: 41.

The sedan door opens. A VOICE says:

FALLON
Tell Fallon what?

Out steps FALLON. A man who looks like he's seen all the evil shit that men can do to each other in this world. Looks like he's done more than his share of it. Fallon's got a good sense of humor, he'd be fun to hang around with.

Only he kills people.

KID
Fallon, man... I'm sorry... forgive me...

FALLON
Forgive you?
(to his guys)
He must be in a state of shock.

Fallon's guys laugh. The Kid is quaking.

FALLON
Must be the bullet holes...
(looks Kid over)
How many times we pop you, anyway... two... three... That's gotta hurt...

Fallon and his men are enjoying themselves. Kid is not.

42. EXT. ALLEY/INT. RV 42.

Our guys still peering through the window. Can't quite hear what's being said or make out what's going on. They speak in hushed, fearful tones.

RAY
What do you think they'll do?

MIKE
Nothing good...

FRANK
Jesus Christ...

John can't take it anymore. He rushes to the door, forgetting it's jammed shut.

(CONTINUED)

42. CONTINUED: 42.

JOHN
We gotta do something...

John tries the door. He can't get out. He rushes back to the window and shouts out in frustration --

JOHN
Hey, you motherfuckers. Leave him alone.

RAY
(losing it)
Somebody shut him up.

Mike and Frank grab hold of John. Try to calm him.

FRANK
There's nothing we can do.

JOHN
Let me go...

FRANK
Goddamn it, they've got guns.

43. EXT. ALLEY - FALLON'S MEN AND THE KID 43.

Sykes looks back to the R.V., responding to John's shouting.

Fallon's focus is on the terrified Kid.

FALLON
You made a big mistake, trying to rip me off... Nobody rips me off.

KID
I know I messed up, but... don't kill me... please...

Fallon looks the Kid over. Smiles.

FALLON
I always liked you, Mikey. I'm going to let you live.

Kid smiles. Weakly. Can't believe his luck. But Fallon's not finished. He pulls out his gun and says:

FALLON
... for about three more seconds. One! Two!

(CONTINUED)

43. CONTINUED: 43.

We don't hear Fallon count three. All we hear is the anguished scream of the Kid and Fallon's gun being fired. The Kid falls down dead at Fallon's feet.

44. EXT. ALLEY/INT. RV 44.

OUR GUYS REACTING TO SHOT

John screams out in agony.

JOHN
No!

Mike grabs him from behind and holds onto him. He says in a voice wracked with pain --

MIKJE
You can't help him now.

And as they all per out through the window from the darkened corners of the R.V., Ray asks the terrible, inevitable question that's on everybody's mind.

RAY
You don't think... they won't do anything to us, will they?

45. EXT. ALLEY - FALLON AND THE MEN 45.

They're looking at the RV. Sykes shakes his head.

FALLON
Guys like these...they'll make a lot of noise. The cops will have to listen.

SYKES
North Shore plates...I wonder what the fuck they're doing around here.

RHODES
What do we do?

Fallon's tone is matter of fact as he says --

FALLON
I spent twelve years in the joint. I'm not going back.

Travis speaks up nervously. He can't believe Fallon is serious about this.

TRAVIS
All of them?

(CONTINUED)

45. CONTINUED: 45.

Fallon's only response is to hold up his gun and insert a fresh clip. Sykes, his right hand man, just has to smile.

46. EXT. ALLEY/INT. R.V. 46.

OUR GUYS WATCHING IN FROZEN TERROR

-- as Fallon and the men start walking slowly toward the R.V. They haven't heard Fallon's conversation, but they may as well have. Nobody can think. Nobody can move.

47. EXT. ALLEY 47.

FALLON AND THE MEN

They keep coming. Walking slowly toward the R.V. with their guns drawn.

48. EXT. ALLEY/INT. R.V. 48.

Nobody moves a muscle until Mike breaks the spell. He grabs up the overturned fire extinguisher and shouts --

MIKE
Get out of the way...

Then Mike bashes the fire extinguisher into the front windshield, smashing the glass. The men come to life, scrambling out through the windshield, like rats from a sinking ship. First John. Then Mike

49. EXT. ALLEY - FALLON AND THE MEN 49.

They've heard the windshield crash. They're running now.

50. EXT. ALLEY/INT. RV 50.

Frank notices the puddle of vodka made by Ray's shattered liquor cabinet. He grabs up a couple more vodka bottles and smashes them on the floor, adding to the puddle. Then he picks up Ray's ridiculous Sharper Image Cigarette lighter and just as Fallon, Sykes and the others reach the R.V., he yanks off a curtain from one of the windows, lights it up and tosses it into the pool of vodka.

WHOOSH! The liquor goes up in flames.

51. EXT. ALLEY 51.

Fallon and his men are stunned. Driven back.

CUT TO:

52. EXT. ALLEY/INT. R.V. 52.

Ray, who'd been about to go through the windshield, screams at Frank as he watches his beloved vehicle burning.

RAY
Are you crazy! What the hell are you doing?

FRANK
I'm buying us some time.

The Winnebago is filling with smoke and the fire is spreading fast.

Frank and Ray are gasping as they scramble out through the windshield. Just before Ray goes through, he spots his gun sticking out from beneath the rubble. It had been hidden beneath the fire extinguisher Mike hurled through the window and it's illuminated by the fire. Nobody sees Ray as he grabs up the gun and sticks it in his jacket. Then Ray rushes through the windshield.

53. EXT. ALLEY - BEHIND THE R.V. 53.

Fallon and the men are trying to find a way to get around the burning R.V., but the flames shooting out make it impossible. Sykes starts firing into the R.V.

54. EXT. ALLEY - FRONT OF RV 54.

As Mike helps Ray climb out, SHOTS ring out and bullets come CRASHING through the burning RV. Our guys take off running for their lives toward the end of the alley. It's a dead end. They start to climb over the wall. Tough going for Ray, who isn't in great shape.

55. EXT. ALLEY - BEHIND THE RV 55.

Sykes and the men are still trying to figure a way around the R.V., but Fallon is already heading back toward his car.

56. INSIDE THE RV 50

the fire hits the propane tanks and --

57. EXT. ALLEY - BEHIND R.V. 57.

A tremendous EXPLOSION erupts in a fireball where the RV once was. Sykes and his guys are thrown backward by the force of it. One of them falls on his ass.

CUT TO:

58. EXT. ALLEY - FRONT OF RV - FRANK AND THE MEN 58.

are half over the wall. They look back, frozen at the flaming RV. Ray shouts hysterically at Frank --

RAY
Jesus Christ...I'd better be insured for this.

Mike gives Ray a shit eating grin as he says --

MIKE
So how about it, Ray? Wanna buy a Porsche?

They drop to the other side.

59. EXT. ALLEY - FALLON AND HIS MEN 59.

Fallon seems totally unconcerned, almost amused as he says --

FALLON
They'll cut through the train yard.

Sykes and the others rush after Fallon to the car.

60. EXT. ALLEY 60.

ON OUR GUYS

They're running for their lives, looking for any cover. They reach the street. On the other side they see a railroad yard.

61. EXT. A RAILYARD - NIGHT 61.

Like everything else in this part of town, on this windy night, the rail yard has a ghostly air: a half dozen rusty freight trains lie side by side on rusty track.

Mike and John run ahead, Ray gasping and grabbing onto Frank's shirt for help. Mike and John slow down to let Frank and Ray catch up, and then they are all staggering together, running out of breath until finally --

RAY
(gasping)
Gotta... stop... Please...

The men stop to catch their breath. Leaning exhausted against a filthy train car.

(CONTINUED)

61. CONTINUED: 61.

Mike and Frank look behind them, making sure there's nobody after them.

FRANK
See anybody?

MIKE
No.

Frank puts an arm around his shaken brother.

FRANK
You okay?

JOHN
Did you se the look on his face when they pulled him out? They killed him, Frank...Those bastards... killed him. Who the hell are they?

RAY
Probably some damned gang.

MIKE
They don't look like a gang.

RAY
How the hell do you know what a goddamn gang looks like?

FRANK
All I know is we got in the middle of something.

RAY
You don't really think they'll...come after us?

FRANK
We're witnesses. We saw them shoot that kid. These fuckers don't seem to be afraid of anything...

MIKE
Damn it, Ray... Why didn't you just stay on the goddamned expressway.

RAY
Shut up.

MIKE
Fuck you.

(CONTINUED)

61. CONTINUED: 61.

Then they hear the sound of a car, chillingly close. Through the train cars, they can see the glare of passing headlight beams. Our guys take off running. Frank in the lead.

FRANK
This way.

Frank sprints toward the boxcars where he runs down the length of one string, looking for an open door. He tries several doors, but they're locked. Then he finds one with its door wide open. Frank jumps into the blackness of the boxcar and starts pulling the others in with him.

FRANK
Hurry up...

Frank gets the door shut -- just as the sedan comes squealing around the corner.

62. INT. BOXCAR - NIGHT 62.

The men stumble to the floor and walls, catching their breath. Listening. Quiet, except for the SOUND of heaving lungs. Ray is panicking.

RAY
Frank was right, they're going to kill us all.

POV from the darkness at the other end of the boxcar, moving ominously toward the knot of men...

ANGLE - RAY

seeing from the darkness, a horrible face appearing behind Frank.

RAY
AHHHHH!

Everybody jumps! The guys spin toward the apparition and see a grizzled HOBO (CHARLEY); behind him, huddled in the far corner, are about five more.

CHARLEY
Sounds like you boys got a problem.

These hobos are scary, but right now our guys have got far worse things to worry about. Frank says to the Hobo --

(CONTINUED)

62. CONTINUED: 62.

FRANK
No...there's no problem.

From outside the boxcar, they hear Fallon calling out from not so far away. Mocking.

FALLON (O.S.)
Say, fellas?

The guys exchange frightened looks.

63. EXT. RAILYARD 63.

Fallon, Sykes and the others know our guys are in one of the boxcars, but which one? They will have to try them all. One by one.

FALLON
Why not come on outta there before you get your good clothes dirty?

64. INT. BOXCAR - NIGHT 64.

The voice and laughter they hear, and the nearby sound of boxcar doors being tried, is terrifying to our guys. Charley knows exactly what's going on. He smiles slyly as he says --

CHARLEY
That's the guy wants to kill you, huh?

Our guys react. What's this caracter getting at?

MIKE
Nobody said --

Charley smiles at them. He's toying with them.

CHARLEY
Bet he'd do it, too.
(to the hobos)
Bet he's one of those men who likes killing people. Like killing 'em slow. Seeing 'em squirm...
(menacingly to our guys)
Sure be a shame if he found you boys in here.

Our guys react.

(CONTINUED)

64. CONTINUED: 64.

FRANK
You wouldn't --

CHARLEY
Relax. We're not gonna give you away...

Our guys exchange looks of relief.

RAY
Than you...

CHARLEY
(big smile)
Not if the price is right.

Ray's not surprised. He deals with hustlers every day. He reaches for his wallet.

RAY
How much to keep your mouths shut? Five bucks? Ten?

CHARLEY
(smiling)
That's a real fine looking watch...

Charley moves in for a closer look. Ray yanks his hand away.

RAY
Go to hell...

CHARLEY
You're the one's going to hell, partner, and I'm gonna help you on your way...
(starts singing)
I'll be seeing you...in all the old familiar places.

Charley's singing is his way of showing them how easily he could give them away. The hobos laugh as our guys get nervous. Ray whispers --

RAY
Shut up!

CHARLEY
(singing louder)
That this heart of mine embraces...all day through.

(CONTINUED)

64. CONTINUED: 64.

Our guys panic. They have to shut Charley up. Ray says through clenched teeth --

RAY
All right, goddamn it, name your price.

CHARLEY
Well, gee, I don't know, Mister businessman... What'd you have in mind? And please...don't insult us.

As Ray reaches into his pocket, Charley turns and smiles at his friends. Ray gets his hand on his gun. Nobody sees this. But when Charley turns back to Ray, it isn't the gun, Ray comes up with, it's his wallet. Charley pulls it out of his hand, starts looking through it with a smile.

CHARLEY
Well, it's a start.

65. EXT. RAILYARD - OUTSIDE THE CARS 65.

Fallon and the men approach one. Sykes heaves on the door handle. Slides it open. They peer inside. Empty. They try another one, it's locked. They move on to the next one.

66. INT. BOXCAR 66.

Now the Hobos surround our guys, checking out their clothes and jewelry like kids on Christmas morning.

CHARLEY
(wants Ray's watch)
Hand it over.

Ray surreptitiously slips his diamond pinky ring off his finger and into his pocket, masking the move by complaining.

RAY
You know what a watch like this costs?

RAY
Just give it to him, Ray.

Ray removes the watch. Hands it over. The other Hobos admire their companion's new two-tone gold Swiss chronometer.

(CONTINUED)

66. CONTINUED: 66.

2ND HOBO (FRED), the one by Frank and John, gives John a little shove as he says:

FRED
How about you, punk? Got any cash?

JOHN
I'm not --

Fred shoves him harder.

FRED
Hand it over.

Even in the darkness, Frank can see that look in his brother's eyes. The same look he had earlier when he went up against the guy on the expressway. Frank pulls out his wallet and hands it to the hobo --

FRANK
Here. Take it. Take everything.
(to John)
Give him your money. I said, give it to him...

John knows that his brother's not kidding. He hands the smirking Hobo some crumpled up bills from his pocket.

67. EXT. RAILYARD - OUTSIDE BOXCARS 67.

Fallon watches as Sykes slides open another freight car's door. A bevy of filthy pigeons come flying out. Right at them.

SYKES
Shit!

68. INT. BOXCAR 68.

Fred, the hobo who'd taken Frank's wallet, now faces Mike expectantly. Mike shows him the his empty wallet.

MIKE
What can I tell you?

Then from outside they hear a loud and frightening sound. A slow and steady WHUM! WHUMP! WHUMP! as Fallon's voice calls out --

FALLON (O.S.)
Hey, guys?

CUT TO:

69. EXT. RAILYARD - OUTSIDE BOXCARS 69.

Rhodes and Travis are banging iron railroad spikes along the side of the boxcars they ae searching. The frightening sound is just the thing for frayed nerves and a fitting accompaniment for Fallon's running rant.

FALLON
You boys sure made one motherfucker of a wrong turn tonight.

Fallon's enjoying himself.

70. INT. BOXCAR 70.

Our guys are listening fearfully.

71. EXT. RAILYARD - OUTSIDE BOXCARS 71.

FALLON
You see, we got ourselves a war going on down here. Right in your own damn city. A real live war with shooting and dead guys. Hey, how about it, fellas? Wanna be in a war?

72. INT. BOXCAR 72.

Our guys exchange looks.

73. EXT. RAILYARD 73.

FALLON
What do you say, guys? You up for that?

Sykes throws open a boxcar door. Empty.

74. INT. BOXCAR 74.

Our guys react and even the Hobos are getting nervous now. But Charley laughs. He's enjoying himself.

CHARLEY
That sonavabitch is crazy...

The rhythmic pounding sound of the spikes being banged against the cars is real close by now.

75. EXT. RAILYARD 75.

Fallon and men approach another freight car. Is it the one our guys are in? Sykes reaches up to the door. He grabs the handle. Tries it, but it won't trip. He tries again.

CUT TO:

76. INT. BOXCAR 76.

Frank and Mike are holding the latch down with all their might.

77. EXT. RAILYARD 77.

Sykes tries the handle again with the same results.

78. INT. BOXCAR 78.

Frank and Mike still holding down the door mechanism. Then the handle stops jiggling. Has Fallon given up trying?

Finally, they hear the sound of Fallon and his men moving off to the next car. The men exchange looks of relief. So do the hobos.

MIKE
They're gone...

Now all the hobos return to the happier business of admiring their loot. Watches, wallets, wads of cash. Fred taps Mike on the shoulder.

FRED
You still owe me.

MIKE
I told you, I'm broke.

The Hobo looks Mike over. He notices his football jacket and says with a smile --

FRED
You know, I used to play college ball...

Mike winces.

FRANK
Keep it down. They're still out there somewhere.

As Charley finally finishes stuffing his pockets with loot, he throws his arm around Ray as he says --

CHARLEY
Well, partner, pleasure doing business with you.

Ray can't stand being touched by this filthy wreck of a man. He throws Charley's arm off him. Charley can see the look in Ray's face. Revulsion.

(CONTINUED)

78. CONTINUED: 78.

CHARLEY
What's wrong, partner? Afraid what I got's catching?

Another of the hobos, BUCK, sees the wild look in Charley's eye. He tries to calm him down.

BUCK
Let it go, Charley...

CHARLEY
(shouting)
No! I don't want to let it go.

Our guys and the hobos are terrified as Charley keeps shouting.

FRANK
Shut up, goddamn it. You're gonna give us away.

79. EXT. RAILYARD - OUTSIDE 79.

Fallon and his men stop in their tracks when they hear Charley shouting from inside one of the cars.

FALLON
Back that way.

80. INT. BOXCAR 80.

Charley is out of control.

CHARLEY
You're no better than me. Hell, I'm better than you.
(waves wallet, shouts)
I'm the one with all the goddamn money, so kiss my ass!

RAY
(to Buck)
Can't you shut him up?

BUCK
(to Charley)
Charley --

CHARLEY
(screaming)
Kiss my hairy ass.

CUT TO:

81. INT. BOXCAR - CONTINUOUS 81.

That does it. Buck and the other hobos rush to the opposite freight car door and start sliding it open.

BUCK
We gotta get out of here.

Total pandemonium as our guys and the frightened hobos race out into the yard just as --

FALLON AND HIS MEN come bursting into the car where through the open opposite door they see our guys and the hobos running through the yard. They take off in pursuit

82. EXT. RAILYARD 82.

The hobos and our guys scatter like leaves, indistinguishable from one another in the fog and darkness. Fallon's men charge after the escaping figures nearest them. One of them is Mike, identifiable by his Notre Dame jacket. He's running full out, like he's running for a touchdown. Fallon's bunch is losing ground. Fallon stops running. He raises gun and takes aim at Mike's back. POP! Mike crumples.

MIKE lies face down on the gravel with a wet hole punched through his jacket. Fallon and the guys reach him, and look down. Sykes toes the body over. It isn't Mike, it's Fred, the hobo Mike had shown his empty wallet to.

Sykes laughs out loud. He says to Fallon --

SYKES
This is just some fucking hobo.

Then Rhodes notices something lying on the ground beside the hobo. He bends down and picks up a wallet.

RHODES
(laughs)
The damn bums musta rolled them.

Rhodes hands the wallet to Fallon, who smiles with amusement as he sees Frank Wyatt's driver license.

TRAVIS
Boy, are those guys having a rough night...

Then a plaintive groan is heard. They look down. Realize Fred is still alive.

(CONTINUED)

82. CONTINUED: 82.

FRED
Help me...

Fred tries to reach his hand toward Fallon. But Fallon just points gun at him. Says smirking --

FALLON
I'm sure you got a lot to live for, but...

Fallon fires into Fred. Sykes laughs, but Rhodes and Travis exchange anxious looks.

83. EXT. STREET - NIGHT 83.

Our guys emerge from the train yard onto a street of ancient brick and masonry buildings. They react to the shots. Run even faster. Across to the sidewalk on the opposite side. Keep moving. Fast. Faster. Past the boarded up shops, the burnt out buildings, the vacant lots, the rusted hulks of cars... No signs of life.

Ray trips and falls. He goes down hard. Only Frank sees it. He goes back for Ray. Ray is clearly terrified, and he whimpers pleadingly --

RAY
Frank, please, I can't keep up.

FRANK
You have to.

As Frank helps him up, Ray says --

RAY
Don't ditch me down here.

FRANK
Nobody's ditching anybody...

As they take off after Mike and John, Ray says desperately --

RAY
Get me out of this, and I swear to God, Frank, I'll make you a partner.

FRANK
Jesus, Ray...

They catch Mike and John, who have stopped at the corner to catch their breath.

(CONTINUED)

83. CONTINUED: 83.

MIKE
Think maybe somebody heard those shots?

FRANK
Who knows?

RAY
Where are the damn police?

FRANK
Good question.

JOHN
(looking around)
I wonder where the hell we are.

They look around, trying to get their bearings. Then Mike sees something.

MIKE
Thank God.

84. EXT. STREET - CONTINUOUS 84.

POV - PHONE BOTH - END OF NEXT CORNER

They exchange gladdened looks. Start toward it. Then they stop in their tracks as they spot a car cruising down the street. It's got dark tinted windows and there's music blasting from inside, you can feel the vibrations from the thundering bass. Gang bangers maybe? A beer can comes flying out of the window.

Our guys decide they don't want to deal with whoever's inside this thing so they flatten themselves against the wall and let the car pass them by. When it's gone, they take off for the phone booth. John gets there first. Pushes open the door... suddenly there is a piercing SCREAM. The men recoil in shock as a dark FIGURE leaps from the phone booth and strikes John a blow on the shoulder with a sock stuffed with rocks like a blackjack. John jumps back.

JOHN
Shit!

The FIGURE in the phone booth jumps forward as it screams-

FIGURE
I was talking to Jesus!

(CONTINUED)

84. CONTINUED: 84.

We see the FIGURE clearly for the first time now. She's old and filthy. Matted hair. Covered in rags. Probably insane for many years. The men exchange looks.

FRANK
Probably what we all should be doing...

RAY
(to woman)
We have to use that phone.

The Woman raises up her blackjack sock. Ray steps back.

JOHN
Grab her.

RAY
You grab her.

Mike moves past Ray. Says to him with a smile --

MIKE
What's the matter, Ray? Afraid of your own sister?

Then Mike gets his arms around the woman. He has to avert his nose, the woman's stench is horrible. Says gently --

MIKE
Sorry, sweetheart, but we have to make a call. It won't take long, I promise.

Mike gives her a gentle shove outside the booth. She goes off, shouting --

WOMAN
Sinning bastards rot in hell!

Only now do the guys realize that the phone has been gutted. Wires hanging out of the receiver. Mike is snarling --

MIKE
This is great...shit!

Mike smashes down the phone. Our guys are beat and frustrated. Now what?

RAY
I've gotta take a leak.

(CONTINUED)

84. CONTINUED: 84.

MIKE
(points to phone booth)
Piss in there. Everybody else did.

FRANK
Maybe we can get some help.

Frank points across the street to --

85. EXT. STREET - CONTINUOUS 85.

POV - A HOUSING PROJECT

It's like a fortress, barred windows. A few lights on. The buildings are decrepit. In need of repairs they will never have. The men start off. Ray looks back to the phone booth, decides he'd better hold it in. He rushes after them.

86. EXT. PROJECTS GROUNDS - NIGHT 86.

Our guys walk slowly through the ragged, trash filled grounds, eyes moving in all directions as they head toward the nearest building. They're out in the open here, totally exposed and unprotected.

MIKE
Just be ready to break and run. There's nowhere to hide around here.

As they walk, they talk to ease the tension.

JOHN
This place is like a different planet.

RAY
Who knows what kind of animals live there.

FRANK
(annoyed)
People live here.

Ray snorts.

FRANK
Your neighbors, as a matter of fact.

RAY
Neighbors?

(CONTINUED)

86. CONTINUED: 86.

FRANK
I'll bet you we're not even ten miles away from your front door.

Then they stop talking as they hear something. It's a disconcerting CREAKING NOISE like rusty metal. Back and forth. Back and forth. It gets louder as they get deeper into the project grounds. Makes them even more tense.

RAY
What the hell is that?

MIKE
How the hell should I know.

FRANK
Look --

Frank points towards the projects playground. The source of the noise.

POV - TEENAGER ON A SWING

He's standing up on the creaky swing. Swinging ominously out over the projects. Higher and higher into the black sky. Like some kind of a sentry. He's staring at our guys.

FRANK
Should we ask him for --

Frank takes a good look at the kid. He decides he could be trouble.

FRANK
I don't think so. Let's keep moving.

And the men follow Frank past the playground into the nearest building. When they've gone, the teen in the swing hops down off the swing.

87. INT. PROJECT HALLWAY #1 - NIGHT 87.

A door slams in Mike's face. Mike pounds on it, losing his temper.

The other guys are pounding on various doors with no success.

MIKE
Come on, open the goddamn door.

He kicks the door. Frank comes over.

(CONTINUED)

87. CONTINUED: 87.

FRANK
Take it easy.

RAY
This was a great idea. What's wrong with these people?

FRANK
(impatiently)
They're afraid.

RAY
(grimly)
Nobody's going to let us in.

Then Frank open the stairwell door. They all file in.

88. INT. PROJECT HALLWAY #2 - NIGHT 88.

A large black guy in a sleeveless tee shirt, DONNY, is emptying his trash into the incinerator.

PULL BACK TO - OUR GUYS

Watching Donny from around the corner of the L-shaped corridor. They're about to start toward him, but Frank holds up his hand.

FRANK
If we all go at once, we're liable go scare him off.

Frank emerges from around the corner and starts toward Donny as the rest of them stay hidden.

FRANK
Excuse me...

Donny turns. Sees Frank. Donny's immediately wary.

DONNY
Yeah?

FRANK
I need to use a phone. To call the police. See we had some trouble and --

Now Donny's <u>really</u> on the alert. Looking at Frank funny. Doesn't trust him.

DONNY
What kind of trouble?

(CONTINUED)

88. CONTINUED: 88.

FRANK
We --

DONNY
And who's this we?

Our guys can see that this isn't going well. They scramble out from behind the wall.

MIKE
Listen, mister, we need some help.

Donny sees the four men coming toward him. He grabs up a baseball bat which he'd had leaning in the corner behind one of his garbage cans. Frank jumps back. Donny's ready to swing.

DONNY
I'm warning you!

A door opens. Donny's wife (RITA) looks out. Shouts in alarm --

RITA
Donny!

DONNY
Get back inside, Rita! Now!

FRANK
(to Rita)
We saw a boy get killed tonight.
(Rita reacts)
The people who did it... if they catch us, they're going to kill us too.

MIKE
We're telling you the truth.

RAY
We're not going to hurt you. We swear.

Donny's torn. Should he trust these people? He lowers his bat and says to the group --

DONNY
If I came knocking at your damn doors in the middle of the goddamn night... which of you would let me in?

The men don't know what to say. Donny fixes his gaze on Ray.

(CONTINUED)

88. CONTINUED: 88.

DONNY
How about you?

Ray forces a smile.

RAY
Sure I would.

Donny smiles sadly. Says --

DONNY
Sure you would...

Then he nods to Rita who pushes open the door for them to enter.

89. INT. DONNY'S APARTMENT - NIGHT 89.

A small, tattered apartment, they've done what they can with it. Donny holds the door open. Our guys walk in one by one. They are being scrutinized by Donny's family which consists of his wife Rita, and ERIC, their little boy. Ray is uncomfortable here. Frank smiles at the boy.

FRANK
Hey, what are you doing up so late?

ERIC
You woke me up, that's what.

RITA
(to the boy)
Get to bed. Now, Eric.

Donny bolts the door locked. Then he points --

DONNY
There's the phone.

As the men rush to the phone, Donny says urgently --

DONNY
I don't know who wants you, but stay away from the windows and keep your damned voices down.

Ray grabs up the phone. Punches three numbers, 9-1-1. The other guys gather around excitedly. Through the phone we hear --

VOICE (V.O.)
Police Emergency. Can I help you?

(CONTINUED)

89. CONTINUED: 89.

RAY
(happily into phone)
Hello! Yes! You can help me! Oh, yes!

90. EXT. PROJECTS GROUNDS - NIGHT 90.

Fallon and his men are cutting through the projects. They hear a voice shout --

VOICE (O.S.)
Yo!

They turn to see a gang of about A DOZEN BLACK TEENS. The Kid from the swing is among them. They range in age from about fifteen to eighteen. Next year's gang bangers. Not hard core killers yet, but give them a little time. Right now, they're scary enough.

SYKES
(to Fallon)
These projects belong to the Rangers. We're supposed to get their permission.

It's tough to know what Fallon's thinking as he says --

FALLON
Permission...

A large mean-looking kid named DRE leads his gang toward them. Dre and his men fan out and encircle Fallon and his bunch. Dre says to the kid from the swing --

DRE
These the ones you saw?

The Kid shakes his head, no. Fallon and Sykes exchange smiles. Now they know our guys are on the premises.

DRE
You motherfuckers got a pass?

Fallon seems totally unruffled as he says --

FALLON
We've got some business to take care of.

DRE
Oh, I see...
(to his gang)
They've got <u>business</u> to take care of...

(CONTINUED)

90. CONTINUED: 90.

Dre's whole gang begins snickering evilly. Fallon's bunch are on alert. Ready for anything. All eyes on Fallon who's standing there casually with his hands in his pockets.

Dre gets right in Fallon's face.

DRE
What kind of business would that be?

FALLON
The kind of business that's none of yours.

A murmur goes up from Dre's gang. Nobody disses Dre.

Sykes's about to go for his gun. So are the others.

Fallon just smiles. Signals his men to keep walking. But Dre gets right in Fallon's face.

DRE
Who the fuck do you think you're talking to?

Fallon doesn't have to reply. Sykes does it for him.

ISSAC
Let me tell you who you're talking to. You heard about that mess over in Bucktown last month? About what happened to the Latin Kings?

Dre looks suddenly nervous. So do his troops.

DRE
Heard there was a lot of bodies.

SYKES
The Latin Kings will no longer be interfering in our business.

It's clear from the look on Dre's face and from the reaction of his troops that they're in way over their heads with these people. Still, Dre can't just back down. This is his territory. He says to Fallon --

DRE
You may be the baddest motherfucker on your side of town, but this here's Ranger territory, dig? Round here we--

(CONTINUED)

90. CONTINUED: 90.

Before Dre can finish, Fallon pulls his hands out of his pockets. In one hand, he's got a gun which he sticks right in Dre's face, in the other, the stack of bloody bills he retrieved from RV.

Dre's gang is ready to go for their guns, but Dre holds up his hand, signaling them to wait.

When Fallon speaks to Dre his tone is almost like that of a big brother passing on some sound advice to his kid brother. But the underlying threat in his voice is unmistakable.

FALLON
Listen to me, kid. You can take this money, score yourselves some shit and get nicely fucked up... or...
(cocks gun)
... you can try to stop us and get yourselves badly fucked up.

Dre knows that Fallon's not bluffing. Still Dre knows he must look good in front of his troops.

DRE
How much you got there?

Fallon hands over the money. Dre quickly counts the money.

DRE
What is this shit here... blood? Damn...

Dre turns again to the sentry Kid.

DRE
Which building are they in?

The kid nods toward Donny's building. Dre gives Fallon his toughest stare.

DRE
You just bought yourself one hour. You're still around after that, it's going to be your asses

FALLON
Sure, kid, whatever you say...

Fallon leads his men through the gang toward the building.

CUT TO:

91. INT. DONNY'S KITCHEN - NIGHT 91.

Ray's pacing nervously by the window. Every now and then he peers through the shade.

The rest of the group are sitting at the kitchen table. Rita pours coffee which the men accept gratefully.

FRANK
(to Donny)
How old's your little boy?

DONNY
Just turned three.

FRANK
I've got a little girl. Emily
She just turned two.

DONNY
(laughs)
The terrible twos. Good luck with that.

FRANK
(smiles)
It's not so bad.

DONNY
I'm just teasing. But it gets even better.

FRANK
I'm looking forward to it.

RAY
It's been seventeen minutes. They should have been here by now.

RITA
(laughs)
Maybe in <u>your</u> neighborhood, they'da been here by now.

All the men react.

RITA
Cops don't come around here, till the shooting's already over and done with. I've seen it take hours.

RAY
Hours? Hours!!!

Ray can't stand this. He races for the phone. Grabs it up and punches 911.

(CONTINUED)

91. CONTINUED: 91.

RAY
I'm gonna tell them that if they don't get their asses over here in one fucking minute...

DISPATCHER'S VOICE (V.O.)
Police emergency.

RAY
Listen to me, we placed a call quite some time ago and we still haven't...

The line goes dead. Ray jiggles phone.

RAY
Hello? Hello?
(slams it down)
It's dead.

The men exchange anxious looks. Donny says --

DONNY
They know you're here.

RAY
(freaking)
Just because your phone went dead? Maybe you didn't pay your bill.

FRANK
Ray!

Everybody's frightened. Nobody moves. The silence is eerie. Everybody is waiting for something to happen. Finally it does.

From outside they can hear shots being fired. And then... THE LIGHTS GO OUT.

RITA
Oh, God!...

DONNY
(to Rita)
Go get the baby.
(to the men)
Keep away from the damn window!

Rita rushes out. From down below Fallon's voice rings out --

FALLON (O.S.)
Hey, Frank? Frank Wyatt? Where are you, Frank?

(CONTINUED)

91. CONTINUED: 91.

The men are startled that Fallon knows Frank's name. Frank is absolutely horrified.

FRANK
He knows my name...

JOHN
Holy shit.

92. EXT. PROJECT GROUNDS 92

Fallon stands alone outside. He's got Frank's wallet in his hand. Looks at Frank's driver's license picture. He's enjoying himself as he calls up.

FALLON
Hey, Frank, anybody ever tell you, you got really nice eyes?

Now he produces a picture of Frank's wife and daughter.

FALLON
This your little girl, Frank? Cute kid, Frank... takes after your wife. Man, she is one good looking woman.

93 INT. DONNY'S APARTMENT 93

As Frank listens to Fallon, his whole body clenches up. John puts an arm on his brother's shoulder.

FRANK
That sonavabitch...

94 EXT. PROJECT GROUNDS 94

BACK ON FALLON

Still with the picture of Frank's family. Enjoying himself.

FALLON
Tell me something, Frank, you think you're man enough for a woman like this? A man can't ever really know until he's been tested. I'll bet not one of you asshole punks have ever been tested.

Fallon points his gun at the building and starts firing at random windows, shattering the glass.

CUT TO:

95. INT. PROJECT APARTMENT #1 95

A woman watches in terror as a bullet is fired through her door lock. The door is kicked open by Rhodes.

WOMAN
There's nobody in here. I swear to God!

96. EXT. PROJECT GROUNDS 96

Fallon shouts up again --

FALLON
Here's how it is...I know somebody's hiding their asses, and if you don't give them up, you're only gonna make it bad on yourselves. Cause I'm going door to door, just like the goddamn Avon lady, and believe me, people, you got no idea how many different shades of red pain comes in.

Fallon laughs as he starts firing again.

97. INT. DONNY'S APARTMENT - SAME 97.

Our guys are still in the living room with Donny, reeling from Fallon's malevolent rant. Rita comes in with the frightened little boy. Outside they can hear shots being fired. Doors being pounded on real close by.

Donny's little boy is crying hysterically. Donny tries to quiet him.

DONNY
It's okay, Eric, nobody's going to hurt you....

But the little boy cries still louder. This isn't easy for Donny, but he says to our guys --

DONNY
Look, you people have got some serious lunatics after your asses. You're going to have to go.

Ray panics. He shouts at Donny --

RAY
You can't send us out there. Please... you can't.

Donny indicates his wife and boy as he says sadly to Frank --

97. CONTINUED: 97.

DONNY
Hey, man, I got no choice.
(beat)
They come first. You're a father.
You understand.

Before Frank can reply, Ray pulls out his gun. He's pointing it at Donny's heart. Frank and the others are amazed. They had no idea Ray had the gun. Ray's not kidding as he says --

RAY
We're not leaving. Don't try to make us.

MIKE
You had that all the time? Why the hell didn't you use it when we --

RAY
I'm using it now.

Ray's really feeling like the man in charge.

98. EXT. PROJECT GROUNDS 98.

FALLON

Calling up viciously --

FALLON
Ding dong! Avon calling.

99. INT. DONNY'S APARTMENT 99.

Rita picks up the little boy. He's crying. She holds him in her arms. Donny glowers at Ray, who nods toward window and says in a voice that betrays his desperation --

RAY
Believe me, he's bluffing... All we have to do is wait them out.

FRANK
(shouting at Ray)
You've got no right to do this.

RAY
What right has he got to throw us to the wolves? Goddamn coward.

FRANK
He's no coward. He took us in. But he's got a right to protect his family.

(CONTINUED)

99. CONTINUED: 99.

RAY
I don't give a good goddamn about --

That does it. Donny starts walking across the room toward Ray. His wife shouts --

RITA
Donny, don't --

RAY
Keep back. I will shoot you.

Ray's hand is shaking badly, but it looks like he just might pull the trigger. And Frank knows it. His reaction is so fast, he even surprises himself as he makes a desperate grab for Ray's gun.

The two men struggle.

RAY
Damn you...

The struggle is a brief one. Frank is stronger and soon he wrestles the gun from Ray's hand.

Now Donny charges Ray. Looks like he's going to kill him. But Mike grabs Donny. Holds onto him. Tries to calm him.

MIKE
Let it go...

RAY
You'll be sorry, Frank...

FRANK
Get it straight, Ray. Down here, you're nobody's boss.

John looks at Frank with admiration. Surprised that his brother had the nerve to go up against the boss that way.

Mike releases Donny, who is now in control of himself. Donny walks to the door. Opens it. Mike, John and Ray walk out into --

100. INT. PROJECT HALLWAY #2 100.

They hear shots being fired. Doors behind pounded on. Shrieks of terror. Some of Fallon's men are right on this floor. Our guys don't know which way to turn. But Donny stops Frank at the door where he says urgently --

(CONTINUED)

100. CONTINUED: 100.

DONNY
Try the roof. The kids have a way of getting across to the next building when the cops are chasing 'em. It's your only chance.

As Frank makes eye contact with Donny he nods a silent thank you. Donny nods back, and with regret in his face, he closes the door. We hear the bolting of his many locks.

MIKE
Let's get out of here.

They're about to rush into the stairwell when the door is flung open by Travis. Our guys press themselves up against the wall. If Travis turns their way, they're history. But Travis rushes off in the opposite direction, and out guys scurry into the stairwell as fast as they can.

101. INT. STAIRWELL - HOUSING PROJECT - NIGHT 101.

The stairwell is filthy, its walls sprayed with graffiti, its steps littered with trash and bottles. Our guys run up the stairs. They reach the top; there is a padlock on the door.

RAY
Dammit! Dammit!

Mike shoves against the door. No good. He says to Frank-

MIKE
Give me that gun.

Frank doesn't know why Mike wants it, but he pulls the gun out of his pocket. Mike grabs it up and smashes the lock with the pistol's butt end. Then they all charge through the door.

102. EXT. HOUSING PROJECT ROOF - NIGHT 102.

Our guys burst breathlessly out onto roof --

For an instant, they stare, struck by downtown lights sparkling miles away.

RAY
Your new friend screwed us. Now, we're goddamned trapped up here.

Frank doesn't respond, he's too busy looking around for the escape route Danny spoke of.

(CONTINUED)

102. CONTINUED: 102.

JOHN
Get off it, Ray.

RAY
(still to Frank)
You should have backed me up in there.

But Frank has spotted something at the roof's edge.

FRANK
Look...there it is...

POV - A MAKESHIFT BRIDGE

spanning the distance between the terrace twelve feet below this roof and the terrace on the opposite building, a distance of about twenty feet. The bridge is actually a metal cylindrical chimney just like the one that goes down from this roof to the terrace below.

It's not a tough jump down to the terrace, but it's a five story drop to the alley floor if you screw up. Mike goes first.

MIKE
Piece of cake.

103. EXT. TERRACE #1 103.

The others watch as Mike makes the leap. Then he tries to reach the door on the terrace that leads into an apartment, but there's a huge wall of rusted metal blocking the door and Mike can't get to it. They're going to have to crawl across the makeshift bridge. Mike calls up to the guys --

MIKE
Come on!

John jumps down. Mike helps catch him.

104. EXT. PROJECT GROUNDS 104.

FALLON

Getting angrier.

FALLON
I'm starting to get pissed off...

Behind him, he cannot see Frank as he leaps down from the roof to the terrace.

CUT TO:

105. EXT. ROOFTOP 105.

All but Ray have made the jump. He remains frozen at the edge of the roof. He's sweating. Panicking.

RAY
I can't. I'm afraid of heights.

The men wave frantically for him to make the leap. But it's not going to happen. Mike whispers up --

MIKE
Climb down.

Mike's indicating the chimney. Ray doesn't much like this idea, but he's got no choice. He wraps his arms around the filthy thing and starts slithering slowly down, tearing his clothes on the jagged metal. All is well until the chimney swings out a bit and a piece of loose masonry is sent falling to the ground below.

106 EXT. PROJECT GROUNDS 106

FALLON

--hears the masonry as it hits the ground. He turns around and sees our guys. He takes a shot at Ray, still clinging to the chimney, but he's too far away and the shot goes wide.

And as our guys pull the terrified Ray off the chimney and onto the terrace, Fallon charges into the building shouting --

FALLON
They're on the roof!

107. EXT. TERRACE #1 107.

Now there's really no time to lose. Mike is the first one to start the crawl out across the rickety makeshift bridge. It bends with his weight, but he makes it across. Next goes John. Ray watching, looks like he's going to faint. He murmurs --

RAY
No way. No fucking way...

108. INT. PROJECT STAIRWELL 108.

Fallon and his men rushing up the dark staircase, heading toward the roof.

109. EXT. TERRACE #1 109.

The only two left now are Frank and Ray. The others wait on the opposite terrace.

(CONTINUED)

109. CONTINUED: 109.

FRANK
Go on, you can do it.

RAY
I can't...

110. EXT. TERRACE #2 110.

Mike kicks open the door to the apartment. It's deserted. It's the way out for them. He shouts across at Frank and Ray --

MIKE
Come on, goddamn it!

111. EXT. ROOFTOP 111.

FALLON

--he's the first to rush through the stairwell door out onto the roof. Sykes is close behind.

112. EXT. TERRACE #2 112.

Mike sees them coming. He takes aim and fires.

113. EXT. ROOFTOP 113.

Mike's shot takes Fallon totally by surprise. Mike's bullet nearly catches Fallon, but Sykes pulls him down in the nick of time. As they duck behind a chimney, Sykes says with a grin --

SYKES
You think I'm gonna let you get wasted by <u>these</u> guys.

Then they peer out and start firing down at Mike, who's taking cover in the apartment with the rest of the guys. Mike sticks his head out and returns the fire.

The rest of Fallon's men show up and they too take cover with Fallon and Sykes.

114. EXT. TERRACE #1 114.

Frank and Ray are right in the middle of it, still on the opposite terrace. Mike calls across to them --

MIKE
Come on, goddamn it.

FRANK
(pleading)
Ray --

(CONTINUED)

114. CONTINUED: 114.

RAY
I'll follow you. Please. You go first.

Frank can't stand around arguing any longer. He has no choice, but to climb onto the bridge. He begins to make his way across. But he doesn't get far before the hinge connecting various parts of the bridge buckle beneath him. Frank almost falls. John cries out --

JOHN
Frank!

But Frank manages to hold on, and he inches his way across to the next terrace where he's helped down by his brother. Mike shouts across --

MIKE
Ray, come on! Hurry.

The men look on in horror as Ray pushes the end of the bridge so that it tumbles down into the empty street below.

MIKE
What the hell are you doing?

RAY
Hey, I'm a businessman, not a goddamn acrobat. Businessmen don't fly across roof tops...they negotiate.

FRANK
Are you out of your mind? You can't talk to these people.

115. EXT. ROOFTOP 115.

As Fallon and his men advance toward the edge of the roof, Mike tries to get a shot off, but he's driven back inside as Fallon and his four men start blasting away.

116. EXT. TERRACE #1 116.

Then they jump down onto the terrace with Ray. But Ray isn't panicking. If anything, he seems strangely calm. Almost confident. Either he really believes he can pull this off or else he's gone totally over the edge with fear.

(CONTINUED)

116. CONTINUED: 116.

RAY
Before you do anything stupid, please, just hear me out. I promise, you won't be sorry if you just give me a chance to talk.

Fallon and his cohorts surround Ray. Fallon says --

FALLON
What do you want to talk about?

Ray is scared shitless, but he's encouraged by the fact that he's still breathing.

RAY
A subject near and dear to my heart. Gentlemen, let's talk money.

SYKES
Fuck him, Fallon. Let's --

Fallon holds up his hand for silence. Sykes backs off.

FALLON
(to Ray)
Go on. Talk to me.

117. EXT. TERRACE #2 117.

The guys peer out from the apartment. Mike's about to get another shot off until Frank says --

FRANK
You might hit Ray.

MIKE
(frustrated)
We've got to do <u>something</u>.

FRANK
(hopeful)
You know Ray...he can talk his way out of anything.

Mike reluctantly lowers the gun.

118. EXT. TERRACE #1 118.

RAY AND FALLON AND MEN

Ray plays to the crowd as he speaks, being careful to make eye contact not only with Fallon, but with all of the men. He wants to win these people over. Get them on his side.

(CONTINUED)

118. CONTINUED: 118.

HARRY
First of all, I don't even know why you guys are after us. We don't give a damn about that piece of shit kid. All we're interested in is going home and forgetting any of this ever happened. We're certainly not going to the police.

Fallon and Sykes exchange looks, like Ray's making sense.

FALLON
(to Ray)
Let's get to the money part. How much?

Ray dares to smile. He's gotten to first base with them. It should be easy from here on in.

RAY
One hundred thousand dollars. All in cash.

Fallon actually whistles, and Ray is grinning as he watches Fallon's men exchange looks that clearly indicate they are impressed. Travis says to Fallon --

TRAVIS
Ooooh...that's a lot of money.

RAY
(to Travis)
A lot of money
(to Fallon)
You just name the place and tomorrow morning there'll be an envelope waiting with the cash. In the meantime...How about a little deposit?

Ray holds up his hand and displays the huge pinky diamond ring that he'd hidden from the hobos in the train yard. Fallon and the men are impressed.

FALLON
Holy shit! That's one beautiful ring, man.

Ray almost grins as he removes the ring and hands it to Fallon. He's got Fallon just where he wants him.

RAY
It's yours. A deposit. A show of good faith.

CUT TO:

119. EXT. TERRACE #2 - OUR GUYS 119.

still watching breathlessly.

MIKE
Sonavabitch. He's doing it.

120. EXT. TERRACE #1 120.

BACK ON RAY AND FALLON AND MEN

Fallon still scrutinizing the ring, holding it up to the light.

FALLON
How much does a ring like this go for?

RAY
Retail fifteen K... But for you...

Ray and Fallon both laugh.

RAY
And do I get off this roof in one piece?

Fallon looks Ray over. Then he pockets the ring and says with a smile --

FALLON
Absolutely.

Ray is relieved, but not for long. Fallon suddenly grabs the startled Ray by his shirt and shoves him backward right off the terrace. Ray goes over screaming as he falls to his death.

121. EXT. TERRACE #2 121.

Frank, Mike and John look on in horror and disbelief. Mike starts shooting.

MIKE
You sons of bitches! You goddamn lousy bastards!

122. EXT. TERRACE #1 122.

Travis, the man who'd earlier expressed his reluctance about killing all four of these people, gets winged in the arm. He is stunned. He sure wasn't counting on getting shot tonight.

TRAVIS
Damn, I'm hit! Damn...

(CONTINUED)

122. CONTINUED: 122.

Fallon's men take cover and return the fire.

123. EXT. TERRACE #2 123.

Frank and the rest are inside the apartment, heading for the door.

FRANK
Mike, come on...

Mike keeps firing until he's out of ammo. Then he sticks the gun in his belt and follows the rest of the men through the door.

124. EXT. TERRACE #1 124.

Fallon calls after them --

FALLON
Run if you want, but you'r all dead men. Do you know what that means, Frank? It means no more basketball games or backyard barbeques. No more Sundays in the park with Linda and little Emily. Sorry, Frank, but when you're a dead man, you don't get to do shit.

125. EXT. PROJECT GROUNDS 125.

Our guys burst through the door into the night. They are met with the sight of Ray's lifeless body.

For John this is easily the worst thing he's ever seen in his life. He knew this man who is now a bloody corpse.

JOHN
Oh, my God...

Franks starts pulling John away.

FRANK
Don't look at him!

But John's not one for showing weakness, and he shakes Frank off. Then they take off running.

126. EXT. PROJECT ALLEY 126.

Shaken to their cor, they rush through an alleyway between buildings, heading toward the tall fence that encircles the project grounds. They're about to start climbing over it when they see --

(CONTINUED)

126. CONTINUED: 126.

DRE AND HIS GANG

-- on the other side of the fence. They've just rounded the corner. They don't see our guys. They're bullshitting around, blasting their music, downing their alcohol.

OUR GUYS

They're not about to take their chances with these kids, but Fallon's men will be right on their tails. They're caught in the middle. Frank spots something.

FRANK
Down here.

Frank rushes to one of the many storm drain grills that are scattered throughout the projects grounds. He starts to pry it open. John helps, but it's tough going.

FRANK
It's stuck.

Mike quickly scours the ground around him. Finds an old pallet board in a pile of trash. Grabs it. Passes it to Frank. Frank and John jam it into the grill's edge. Start prying.

127. EXT. PROJECTS GROUNDS 127.

Fallon and his guys charge out of Donny's building not even noticing Ray's mangled corpse as they take off after our guys.

128. EXT. PROJECT ALLEY - ON OUR GUYS 128.

Frank and John are having a hard time. Then CREAK CLUNK. The grill pops free. The men begin scurrying down the ladder that leads to the storm drain

129. EXT. PROJECT ALLEY - CONTINUOUS 129.

ON FALLON AND THE MEN. They've just entered the lot. Travis has got a makeshift bandage around his bloody arm.

FALLON
Where the hell are they?

The men spread out in the area. Looking around.

CUT TO:

130. INT. STORM DRAIN 130

Our guys stand frozen, cramped together in silent terror. Ankle deep in water. It's dark. Narrow. Filthy. No room to move. Fingers of MOONLIGHT stab the darkness through the grill above.

FRANK
I can't believe Ray's dead.

MIKE
It makes no sense for him to go out that way. I mean, all his money and he ends up buying it down here.

FRANK
Nothing about tonight makes sense.

MIKE
Tell me about it. One minute we're on our way to a boxing match, we make one wrong turn and we wind up in fucking Vietnam. If we get out of this alive, I'm moving out of this goddamn city.

JOHN
What are we gonna do? We --

FRANK
(hears something)
Sssh!

They hear -- THE SOUND OF FEET, vibrating into the drain from the grill above.

131. EXT. PROJECT ALLEY 131.

It's Sykes looking around. He doesn't know it, but he's standing right above our guys.

132. INT. STORM DRAIN 132.

Everyone peers up at him through the grill, trying not to make a sound.

Frank's eyes go big as saucers as he sees A HUGE RAT enter the storm drain from a hole in the wall. It's crawling along the ledge right toward them. Then Mike and John see it too. The rat just sits there. Right in front of their faces. It seems to be looking our guys right in the eye. Daring them to move a muscle or to make one sound. Nobody does. Then it crawls down from the ledge and onto Frank's shoulder. He tries to shake it loose without making any noise. The rat hangs on.

(CONTINUED)

132. CONTINUED: 132.

Finally, Frank tries to swat it with his hand, but when he does, the rat opens his mouth and practically hisses like a cat. Frank swipes the damn thing off his shoulder. It squeals as it hits the wall and falls into the water, making just enough noise to alert --

SYKES

--right above them, smiling down at them. Gun in hand. Our guys look up and know they're screwed. They scramble forward as Sykes fires. But it's too dard, and he can't get a clear shot. The bullet just misses. Frank shouts-

FRANK

GO! GO! GO!

Sykes keeps firing blindly as our guys scramble feverisly through the gauntlet of bullets into the blackness of a tunnel, crawling through the ankle-deep filthy water until they come to a juncture in the tunnel where there's a drop off, and they all go sliding down into yet another tunnel. As he slides down, Mike loses the empty gun he'd been carrying.

133. INT. STORM DRAIN - TUNNEL JUNCTION 133.

Our guys don't get too far before the tunnel branches off into several forks, presumably each leading into different chambers. They haven't a clue as to which way to go. Frank points to one of the forks.

FRANK

This way.

MIKE

Why this way?

FRANK

Okay, this way. What difference does it make?

The men follow Frank into one of the tunnels.

134. EXT. PROJECT ALLEY 134.

Fallon and the others rush over. Sykes fires twice more into the darkness at his feet. Then the gun goes CLICK. Empty.

SYKES

Shit!

He quickly drops the clip and slams in a new one as Fallon points to the grill cover. He says to Rhodes --

(CONTINUED)

134. CONTINUED: 134.

FALLON
Pull it up.

Rhodes starts to heave up the grill cover. Travis, holding his injured arm, doesn't like this at all.

TRAVIS
Oh, man... down there?

The grill cover's off. Fallon leads the men down the ladder.

135. INT. STORM DRAIN PUMP STATION 135.

One at a time, our guys crawl through a low arch into an intersection of storm tunnels, like the central room of a labyrinth. The turn-of-the-century workmen who built it made graceful archways and heavy masonry pillars to support the first tier of drains and the streets above. Small emergency work lights glow high overhead -- the center is high, almost like a cathedral -- and the water itself has the faint luminescence of organic decay. Though it is three feet deep in runoff water, the place has a strange baroque beauty. The men stop to catch their breath.

JOHN
What is this place?

FRANK
Probably some kind of old service channel.

RAY
How do we get out of this goddamn hole?

They look around confused. Then Frank hears something. Echoing.

FRANK
Sssh!

They listen in dread.

136. INT. STORM DRAIN TUNNEL 136.

Fallon and his men are sloshing their way through. The sound echoes throughout the tunnel.

137. INT. STORM DRAIN PUMP STATION 137.

OUR GUYS

Reacting to the noise.

(CONTINUED)

137. CONTINUED: 137.

JOHN
They're right on our asses. We have to get out of here.

FRANK
We could run right into them.

John spots the ladder leading up to another level. It's a long climb out.

JOHN
Up there.

Another noise. Louder. Closer.

FRANK
We'd never make it out. We don't have time.

Mike's got a funny look on his face.

MIKE
If we watch each other's back we can defend ourselves. Right, Johnny boy?

John smiles bravely. Takes the pipe Mike's offering.

The echoing sloshing noise is getting closer. Frank and Mike hurriedly grab up makeshift weapons. Planks of wood, pieces of pipe, etc. Frank says to John --

FRANK
You okay?

JOHN
(defensive)
Sure. What do you think?

Frank nods, but he's not so sure. John looks scared now. But then again, so do they all.

138. INT. STORM DRAIN - TUNNEL JUNCTION 138.

FALLON AND HIS MEN

Fallon, Sykes and the men reach the downspout, and drop through. Which way now? It's dark, dank and miserable down here. Tough to see your hand in front of your face. Fallon leads the way. Travis comes up behind Sykes. Says --

TRAVIS
This is bullshit. I say we get the fuck out of here.

(CONTINUED)

138. CONTINUED: 138.

SYKES
(angrily)
We quit when Fallon says so.

Travis backs off. Fallon has overheard this. Smiles at Sykes, who falls in beside him.

FALLON
This is taking too long. Let's split up.

Sykes nods. The men fan out in different directions. Syks heading in the direction of our guys.

139. INT. STORM DRAIN - PUMP STATION - ON OUR GUYS 139.

Watching each tunnel entrance. But it's so hard to see in the darkness. And so difficult to tell where the sound is coming from.

140. INT. STORM DRAIN TUNNEL - SYKES 140.

He's getting closer to the pump statin. He's got his gun out, but he doesn't seem too concerned.

141. INT. STORM DRAIN - PUMP STATION 141.

ON OUR GUYS

In sequence, we see the face of each man as he waits:

MIKE, his face confident and fierce, hungry for a fight.

JOHN, quiet, inward, sullen.

FRANK, focused on getting the job done. No room in his mind to think about fear.

They wait. Crouched in the shadows.

SYKES reaches the opening into the junction. He's behind Mike's pillar. Mike doesn't see him; he's watching another tunnel.

Only John sees Sykes, and suddenly whatever remnants of bravado he'd been clinging to evaporate. Now John's just a frightened kid, hoping to God he can muster the courage to do what he has to do.

Sykes moves silently up, into the light. He spots Mike's back, vulnerable. Sykes' gun is poised.

(CONTINUED)

141. CONTINUED: 141.

John wades forward a little; sweat pours off his forehead, his heart pounds so loud he's afraid Sykes will hear it. John raises the pipe, but his eyes are locked on Sykes' gun. John's hand are shaking; he's about to swing, then he shrinks back. He just can't do it. He's just too scared.

Sykes puts his pistol six inches from the base of Mike's skull. He's about to pull the trigger when --

JOHN IS SHOVED OUT OF THE WAY

It's Frank. Pipe in hand. He brings it crashing down on Sykes' arm. Sykes grunts and drops the gun, and as Frank shoves him hard against the wall, Mike quickly fishes the gun out of the water. He holds it on Sykes.

MIKE
What do you got to say now, asshole?

Sykes is clearly not afraid of Mike. He's practically smirking as he takes a couple of steps toward him. But Mike stands his ground. Then Sykes lets out an ungodly howl and lunges right for him. Mike pulls the trigger, and Sykes falls dead.

142. INT. STORM DRAIN TUNNELS - FALLON, TRAVIS AND RHODES 142.

-- all in different parts of the tunnel. All reacting to the shot reverberating throughout the tunnel. But it's impossible for them to know exactly where it's coming from.

143. INT. STORM DRAIN - PUMP STATION - BACK ON OUR GUYS 143.

Looking down at the bloody body at their feet. Mike is breathing heavy as he stares at the body. Frank puts his arm around him.

FRANK
You did what you had to.

But instead of feeling bad, Mike's flying high on the excitement of his first kill.

MIKE
(laughs; points to Sykes)
Man, did you see the look on that asshole's face when I pulled the trigger? He didn't think I'd do it.

RHODES' VOICE
Sykes?...SYKES??

(CONTINUED)

143. CONTINUED: 143.

The men react.

144. INT. STORM DRAIN TUNNEL 144.

RHODES

--he's getting closr to our guys as he calls out for Sykes.

145. INT. STORM DRAIN - PUMP STATION 145.

BACK ON OUR GUYS

FRANK
They know where we are now, we have to get out.

MIKE
I say we stay down here and finish them.
(brandishing gun)
Things are a little different now.

FRANK
(impatient)
These guys are killers. We can't take them on.

MIKE
We --

FRANK
Forget it, Mike. What do you think this is, some damn football game?
(to John)
Come on.

John is so ashamed, he can't even look at his brother. They all start climbing up the ladder.

146. EXT. STREET - NIGHT 146.

Frank emerges through a grill cover. He reaches down and helps John out, then Mike. They're all filthy and exhausted. They take off running until they get to the corner. They stop when they see the EL track across the street.

FRANK
Maybe we should follow the EL. Think maybe it goes downtown?

(CONTINUED)

146. CONTINUED: 146.

MIKE
(grimly)
Maybe...

Then Mike glowers at John.

MIKE
What do you think, John? What do you think we oughtta do?

JOHN
I don't --

MIKE
You gutless wonder. I depended on you, and --

John is crestfallen. He's being called a coward by his hero.

JOHN
I'm sorry, Mike. I --

Now Mike shoves John hard in the chest.

MIKE
Sorry doesn't cut it, you little chickenshit. You almost got me killed.

There's no fight left in John, so Frank steps in. He's not going to let anybody push his kid brother around. He gives Mike a shove as he says --

FRANK
Knock it off.

MIKE
(shouting)
Your goddamn baby brother fucked up good. You better make sure he doesn't do it again.

FRANK
Fine. Just keep your voice down. Now should we follow the EL or not?

MIKE
(disgusted)
How should I know...

(CONTINUED)

146. CONTINUED: 146.

FRANK
Maybe we oughtta get off the street for a while. We can hole up in there and figure out what to do.

He points to a burned out building across the street.

MIKE
What the hell.

They head toward the building.

147. INT. STORM DRAIN - PUMPS STATION 147.

Rhodes and Travis stand back as Fallon stares down at SYKES, floating face up with a bullet hole between his eyes. Then he screams at his men --

FALLON
Where the fuck were you?

Nobody dares to say a word. Then Fallon turns and looks down into his dead friend's face. He seems genuinely anguished.

FALLON
It wasn't supposed to be like this.

Travis, who's got the bandage around his arm, and who wasn't too crazy about coming down here in the first place, now feels compelled to speak out.

TRAVIS
Maybe we oughtta give this shit up. I'm serious, man. I say we just --

Fallon holds up a finger for silence. Travis stops talking. The expression on Fallon's face is frightening as he nods toward Sykes and says --

FALLON
You'd let those scumbags get away with this?

Now Fallon is screaming as he drives his fist into Travis's gut, and drives his knee into Travis's face.

FALLON
You sonavabitch!

Then he grabs the dazed Travis by the back of the neck and holds his bloody face under the water. As Travis thrashes about vainly, Fallon talks to the startled Rhodes.

(CONTINUED)

147. CONTINUED: 147.

FALLON
Let me tell you something about loyalty... in this fucked-up world a man who don't do the right thing by his friends is a motherless lowlife punk, who deserves to end up in a sewer blowing bubbles out of his ass.

Travis stops thrashing. He's dead. Rhodes just stare at Fallon, who has clearly gone over the edge.

FALLON
Let's get moving.

They start off.

148. INT. BURNED OUT BUILDING - NIGHT 148.

Mike crouches by the boarded up window where he's able to peer through the slats. He shows no signs of fatigue. His battery is charged. He's ready with his gun as he watches the street.

Frank and John sit off in the corner, leaning wearily against a wall. John is really miserable and Frank knows it.

JOHN
Thanks for sticking up for me back there.

FRANK
Forget it.

JOHN
Mike was right. I chickened out.

FRANK
John --

JOHN
And I'm scared right now. I don't know how I'm gonna make it through this night.
(shakes his head)
Big tough guy...

FRANK
Listen to me. Everybody gets scared. And the people who act the most like they don't, well...
(glances toward Mike)
...they're the most scared of all.

(CONTINUED)

148. CONTINUED: 148.

JOHN
I think...you're pretty brave.

FRANK
So are you.

JOHN
Sure...

FRANK
John, I'm not trying to be your father. I'm not even talking to you as your big brother now. I'm talking to you as your friend. You're tougher than you think you are. You don't need me taking care of you. You an take care of yourself.

John smiles at Frank, grateful that his brother still believes in him. Then John glances toward Mike --

JOHN
If we do get out of this alive, Mike will probably kill me.

FRANK
He didn't mean half that stuff. Go talk to him.

John screws up his courage. He goes over and sits beside Mike.

JOHN
Mike, I'm sorry. I don't know what else to say.

MIKE
(smiles)
The hell with it. Hey, you know what? I'm starting to get hungry. Maybe we can kill a rat or something.

John laughs. Happy to be back in Mike's good graces.

MIKE
What do you think, Frank? You think maybe we lost 'em?

FRANK
I doubt it.

(CONTINUED)

148. CONTINUED: 148.

MIKE
I almost wish those fuckers would show up.

FRANK
What...

MIKE
I'd just love the chance to pay 'em back for Ray.

A LOUD RUMBLING. Echoing through the empty streets outside. The men are instantly on guard and they leap to their feet. The rumbling sound is getting louder and louder. Whatever it is, it's coming their way.

FRANK
(urgently)
Stay down!

The men crawl toward the window. Peer through the slats. Then Frank laughs as he shouts with exhilaration --

FRANK
It's a fucking bus!

OUTSIDE - A CTA BUS

-- rumbling down the street. As it passes our guys, they look at each other like they've never seen a bus before. Then off they go.

149. EXT. STREET - BUS STOP 149.

They charge out of the building and run faster than they've ever run in their lives, grinning ear to ear, shouting for the bus to stop. When the bus stops at a bus stop to wait for them, our guys rush over with celebrant smiles. At last, they're about to get out of this nightmare, courtesy of the Chicago Transit Authority.

CLOSE ON THE BUS. Battle worn from years of duty on this route. The DRIVER is a weary guy, who looks like he's seen it all. The door has been steel reinforced, and a microphone and loudspeaker installed for communicating with boarders.

Our guys are laughing, celebrating, shouting through the door.

FRANK
Oh, man, are we glad to see you!

(CONTINUED)

149. CONTINUED: 149.

They push against the door. The Driver won't open it; and from the Driver's POV we understand why: our guys look horrible, filthy and frightening.

MIKE
Hey, c'mon, open up!

The Driver picks up the microphone. We hear the CLICK as it comes on. His voice booms from the loudspeaker. It's rigid in it's matter of factness.

DRIVER
The fare is one dollar. Please have it ready before I open the door.

MIKE
We don't have it on us. We--

FRANK
You've got to get us out of here. Some people are after us. They'r killers.

DRIVER
I'm sure you've got a great story, but if you don't have a dollar, you don't get on.

Mike's losing his temper. Making things worse.

MIKE
We don't have a dollar. We don't have shit.

FRANK
Mike --

MIKE
Jesus Christ! Do we look like we're going to rob you?

DRIVER
Yes. I would have to say, yes.

The bus starts pulling out. Our guys can't believe it. They run alongside the bus, their last hope of escape, beating on the door with their fists. Shouting as they go --

FRANK
You can't leave us.

(CONTINUED)

149. CONTINUED: 149.

MIKE
Let us on, goddamn you!

But the bus picks up speed and as the men continue to chase it, desperately with bursting lungs, they know they are running for their lives. They fall further and further behind, and soon start slowing down. Mike stops running. He raises his gun and fires futiley in rage and frustration.

MIKE
You goddamn sonavabitch!

The bullet pings off the back of the bus, doing no harm at all. He's ab out to take another shot when Frank knocks his hand into the air.

FRANK
They could be nearby. You'll give us away.

MIKE
I don't give a shit.

Mike tries to fire again. Frank struggles with him. Mike throws a punch. Connects on Frank's jaw. Frank goes down. John helps him up. Frank and Mike just stare at each other. Mike shakes his head.

MIKE
I don't get it. You used to have more balls than anybody. Maybe married life really <u>is</u> making you soft.

FRANK
It's easy having balls when you don't have one damned thing to lose. But I'm a grown up now, Mike. I've got plenty to lose.

MIKE
Hey --

FRANK
But you probably don't even know what the hell I'm talking about, do you?

MIKE
Frank --

(CONTINUED)

149. CONTINUED: 149.

FRANK
Whatever you had, you pissed away. Every good job, every good woman. You even pissed away your chance to play pro ball. Well, I'm sorry if you don't have anything to live for, but I've got a wife and a little girl. I will get out of here. I will be with them again. You want to die down here, you die alone.

It's clear from Mike's expression that Frank's words are having an effect. Then Frank turns away.

MIKE
Hey, Frank?

Frank turns back around.

MIKE
I don't know what the hell is wrong with me. I'm sorry for hitting you.

FRANK
I know you are.

As they start walking down the street, Mike starts to become increasingly emotional.

MIKE
You were right about what you said. I am a fuck up. I got fired last week.

FRANK
Mike --

MIKE
Boss got on my case cause I wasn't meeting my quota. I told him to shove it.

FRANK
You'll get something else.

MIKE
Sure. An unemployment check.

Mike seems really despondent. Frank feels for his friend.

(CONTINUED)

149. CONTINUED: 149.

FRANK
Knock it off. You had a couple of bad breaks, that's all.
(laughs)
Come on, you're Mike Peterson. Hell, you almost played for the Chicago Bears.

MIKE
(shakes his head)
We both know I didn't have what it takes.

FRANK
Hey, man, you were great --

MIKE
It's okay, Frank. I'm just trying to see things like they really are for once.

150. EXT. ANOTHER STREET - NIGHT 150.

Fallon and Rhodes heading toward the downtown lights.

RHODES
What makes you think they're going this way?

FALLON
They'll head for downtown.

151. EXT. STREET - NEAR FULLERTON MARKET - NIGHT 151.

Our guys walking along. They can see the lights of the downtown area sparkling in the distance. They're getting closer to civilization.

JOHN
How far away would you say those buildings are?

FRANK
I don't know...a million miles?

Then as they pass a building, Frank suddenly stops walking. He looks at the building. A sign says FULLERTON POST OFFICE.

FRANK
Fullerton...I think I know this neighborhood. I've been down here before.

(CONTINUED)

151. CONTINUED: 151.

MIKE
Yeah, you know, this place does look familiar.

They're all glancing around the neighborhood.

FRANK
I think there's a market around here someplace. One of those huge indoor places. I used to come here with Linda.

Frank rushes to the corner. The others follow. Frank says happily --

FRANK
There it is.

POV - FULLERTON MARKET

A two story building. Sign says FULLERTON MARKET. OVER TWO HUNDRED SHOPS.

MIKE
Sure. I know this place.

152. EXT. FULLERTON MARKET - CONTINUOUS 152.

They hurry across to the market where they try the door for the hell of it. It's locked. They peer through the windows.

FRANK
There's gotta be a security guard around here.

MIKE
I know how to find him.

Mike grabs up a trash can.

153. INT. MARKET - ENTRY AREA 153.

The trash an crashes through the nearest window. Alarms immediately start going off. Our guys look in happily. This is great. They start shouting. Hello in there. Yo! Hello! etc. No response.

JOHN
(mocking)
Excellent security force. Four stars. Really...

Frank goes through the shattered window into the market. The others follow.

(CONTINUED)

153. CONTINUED: 153.

A huge, dark, cavernous place housing a vast assortment of little wholesale and/or retail shops. Everything from furniture to jewelry to oriental vegetables can be found under this one roof. The entire place suggests a giant maze of little alleyways and corridors all lined with shops and big metal cages, some empty, some used for storage. Some shops are illuminated by cheap fluorescent lighting, others are not.

FRANK
Hey! Anybody home?

No reply. They enter a corridor.

154. INT. MARKET CORRIDOR 154

MIKE
We just stopped by to rob the place. Anybody here got a problem with that?

Then all at once, the alarm bells stop clanging, and there stand not one, but two uniformed, gun wielding RENTACOPS, definitely looking like they mean business.

RENTACOP ONE
Okay, freeze!

MIKE
(he laughs)
Two of them!

FRANK
Hi, guys. We --

Rentacop One barks furiously --

RENTACOP ONE
I said freeze! Spread 'em. Hands on heads. Do it!

Our guys gladly comply.

MIKE
Whatever you say.

JOHN
Yes, sir... see, we're freezing.

FRANK
We're freezing, and we're spreading. Anything else we can do for you?

The two Rentacops exchange puzzled looks. Why are these idiots grinning? Then Rentacop Two says to his partner -

(CONTINUED)

154. CONTINUED: 154.

RENTACOP TWO
You frisk 'em. I'm gonna call the Five-O. See how long they're gonna be. We'll see how funny these clowns think it is, when the cops show up.

John is the first to lose it. He giggles, then --

JOHN
They're calling the cops.

John breaks into hysterical laughter. The others catch it, and soon they're all laughing their heads off as the Rentacops turn red. They can't imagine why these lunatics would be so happy to see the cops show up.

RENTACOP ONE
(to his partner)
Tell them to move their asses. These guys are really loaded.

Rentacop Two hurries out the door, leaving Rentacop One to guard the still laughing men with his shotgun. Rentacop One frisks John, carefully patting him down.

155. INT. SECURITY OFFICE - CONTINUOUS 155.

Rentacop Two walks in. It's dark in here, but light enough to see. He heads for the phone on the desk. Rentacop Two picks up phone. He's about to dial when suddenly there's an arm across his throat. Rentacop Two gasps.

IT'S FALLON

He's holding a knife which he plunges into the Rentacop's back. Rentacop Two falls dead and Fallon hangs up the phone. Rhodes is poised at the door. Peering through. Gun in hand.

156. INT. MARKET CORRIDOR 156.

Now Rentacop One pats Frank down. Slowly. Carefully. Frank is trying to explain things to him.

FRANK
... we had to break in because --

RENTACOP ONE
(still frisking)
Save it.

FRANK
But we're being chased by --

(CONTINUED)

156. CONTINUED: 156.

RENTACOP ONE
Tell it to the cops. They get paid to listen to bullshit stories...

Frank and John give up trying to explain.

As Mike waits to be frisked, he glances into his pocket. Remembering there's a gun inside.

Rentacop One is about to frisk Mike. But first, he calls out to the office --

RENTACOP ONE
Hey, Wayne? You get them?

VOICE (O.S.)
Got 'em...

The sound of footsteps can be heard from the other office. Coming back toward this room.

Rentacop One frisks Mike. First patting down his shirt. Nothing there. Then he gets to Mike's jacket. Feels the bulge of something that feels very much like a gun. Rentacop One tenses up.

RENTACOP ONE
Don't make a move...

MIKE
Who's moving...

Rentacop One reaches into Mike's pocket. The sound of footsteps getting closer.

RENTACOP ONE
Hey, Wayne, this guy's got a --

Rentacop One doesn't get to finish his sentence as BLAM! Rentacop One is blown away. As his body falls, our guys see Fallon, who has just come in with Rhodes. They're about to open fire, but Mike is too fast. He comes up with the gun Rentacop One was about tot ake from hi, and he fires. Fallon and Rhodes have to take cover, and pandemonium ensues as our guys scramble toward the nearest little corridor. Frank stops to grab up dead Rentacop's gun.

157. INT. CORRIDOR #2 157.

It's filled with shops. The men rush down it, not knowing where it ends up. Mike's got his gun drawn watching their backs.

(CONTINUED)

157. CONTINUED 157.

As Fallon and Rhodes enter, Mike starts shooting. Fallon and Rhodes dive out of the way. They have to wait until the men are out of the corridor before going in pursuit.

158. INT. MARKET - ELEVATOR AREA 158.

Our guys emerge from the corridor. More shops. More corridors. Which way to go? Frank spots a freight elevator. Shouts --

FRANK
This way...

The men rush to the elevator. Hit the button. Double doors slide open. Frank and Joh rush inside. But Mike remains outside, surprising them both as he suddenly says-

MIKE
You go on.
(he shouts)
Now!

Then as MIke starts to run off, Frank rushes out of the elevator and grabs him while John keeps the elevator open.

FRANK
What are you doing?

MIKE
You said you wanted to get home to your wife and kid, remember?

FRANK
Mike--

Mike is confident. Almost smiling.

MIKE
Then let me do what I have to.

159. INT. CORRIDOR #2 159.

Fallon and Rhodes moving slowly down the corridor. Not making a sound.

160. INT. MARKET - ELEVATOR AREA 160.

Frank's still desperately holding on to Mike.

FRANK
You're no match for these guys.
They're --

(CONTINUED)

160. CONTINUED: 160

MIKE
I know I can do this. I can take these assholes out.

Before Frank can reply --

JOHN

--still holding the elevator. John shouts --

JOHN
Come on!

Suddenly Fallon and Rhodes appear from the opposite corridor. Guns blazing. Frank and Mike duck behind a pillar for cover.

MIKE
Go on, Frank. Get out of here. Now...

Then as Frank looks on in horror, Mike rushes down the corridor, taking cover where he can find it, firing his gun, shouting --

MIKE
Come on, motherfuckers. Let's see what you got.

Mike doesn't get far before - BOOM! Fallon's blast catches Mike in the knee, blowing through his kneecap. Mike goes down in agony. As he watches, Frank screams out in horror --

FRANK
No!

Frank pops up and starts blasting away with the gun he'd taken from the Rentacop. John rushes out of the elevator. He crouches beside Frank.

Mike lies in blinding pain caught in the middle of the corridor between his friends on one side, and Fallon and Rhodes on the other. Fighting the pain, he struggles up, trying to hop/hobble his way across on his remaining good leg.

FALLON SMILING

He calls out across the expansive corridor.

FALLON
Hey, Frank... your buddy's in trouble. You gonna let him go down?

(CONTINUED)

160. CONTINUED: 160.

Fallon takes careful aim and fires. POOM! A shot through the thigh of Mike's other leg, he crumples in even greater pain. We know Fallon's horrid plan now. He's going to blast Mike apart, piece by piece.

FRANK
Mike...

Frank pops up and fires again--BOOM! BOOM! BOOM! -- but it's too dark in here. He's not a good enough shot. Frank wants to help so bad it brings tears to his eyes, but John holder him back.

FALLON. Calls out --

FALLON
Hey, Frank? You're not showing me anything, Frank...

FRANK AND JOHN

JOHN
Stay down! He's trying to draw you out.

Another shot rips into Mike's side. Frank rises, struggling against John to run out to Mike; John won't be able to restrain his brother for long. Mike sees this, and calls...

MIKE
No, Frank, stay back! Stay back...

John is near tears as he holds onto Frank saying --

JOHN
You can't do anything for him now.

Mike checks the chamber of the gun, no bullets left. He raises his face, and his eyes hold on Frank's

MIKE
It's okay, Frank...

Now Frank breaks free from John, exposing himself to fire in an effort to reach Mike. Bullets peck the floor around him. Mike is horrified. He shouts to him --

MIKE
Don't do it, Frank. Don't do it!

But Frank keeps coming, and Mike sees that's fatal. He gathers his strength, and raises himself up. He starts off toward Fallon, waving the gun and shouting --

(CONTINUED)

160. CONTINUED 160.

MIKE
COME ON, ASSHOLE! YOU AND ME!

FRANK
MIKE!

Mike presses his last charge, closing on Fallon, pointing the pistol... and Fallon puts a bullet through his chest; Mike falls dead.

Frank loses it; he jumps up, screaming...

FRANK
NO!!

It's just what Fallon wanted; he has Frank in his sights, and FIRES!...

And exactly at that instant John pulls Frank down --John has pursued him in his crawl -- and it is John who takes the bullet in the belly.

FRANK
JOHN!

John falls into Frank's grasp. Fallon sees he has them, and starts forward when suddenly an area is illuminated by some lighting. Behind Fallon a voice. A LOUD RUMBLING NOISE ANDSOMEBODY SINGING! BADLY.

VOICE (O.S.)
(singing)
When a man loves a woman...

Fallon and Rhodes turn around to see --

A BURLY DELIVERY MAN

He's singing along with the Walkman in his ears and pushing an electric forklift stacked with cases of soft drinks toward the soft drink machine. The stacks of can in front of him prevent him from seeing anything in front of his face. He's somehow managed to hit the light switch.

DELIVERY MAN
(singing)
.. can't keep his mind on nothing else...

(CONTINUED)

160. CONTINUED: 160

Fallon and Rhodes react. They start firing at the startled Delivery Man. Bullets ping off his metal cases and hit off the walls near his head. He abandons the forklift and runs for his life back out the way he came in

FRANK AND JOHN

Frank is helping the semiconscious John into the elevator. John's hurt bad.

Fallon and Rhodes rush toward the elevator. Firing.

Elevator doors are closing. Bullets pinging off them.

The doors close just as Fallon and Rhodes reach the elevator.

FALLON
Where's the fucking stairs...?

161. INT. SECOND FLOOR - NIGHT 161.

Elevator doors open. Frank helpS John out. It's more of the same up here. Shops and corridors and darkness. Frank has no idea which way to go. He spots a sign pointing toward the rest rooms. They head in that direction.

162. INT. SECOND FLOOR STAIRCASE 162.

Fallon and Rhodes bound off the staircase. Look around.

RHODES
They could be anywhere.

FALLON
Let's circle around. Meet in the middle.

The two of them go off in opposit directions.

163. INT. MEN'S ROOM - NIGHT 163.

Frank comes through the door with John. He lays John down on the floor, locks the door and turns on the light. John is bleeding badly. Frank rips the towel dispenser from the wall and uses it to elevate John's feet. Then snatching wads of paper towels from the dispenser and wetting them in the sink, he presses them to John's abdomen to staunch the bleeding.

(CONTINUED)

163. CONTINUED: 163.

JOHN
Am I gonna die, Frank?

FRANK
You're gonna be okay, John. I swear to God.

Then they hear a chilling voice calling out --

FALLON (O.S.)
Hey, Frank? Help me out here, Frank?

Frank's more angry than frightened. Says through gritted teeth --

FRANK
Goddamn him...

164. INT. SECOND FLOOR CORRIDOR 164.

Fallon prowling through the winding corridors. Enjoying himself as he taunts Frank. He knows he's closing in on his prey.

FALLON
The sooner I get done here, the sooner I can go calling on that sweet, sexy, little wife of yours. 276 Oakview Drive. Right, Frank?

165. INT. THE RESTROOM - SAME 165.

As Frank listens to Fallon's voice, he is helping John into a utility closet on the opposite side of the room.

FRANK
You'll be okay in here.

JOHN
Where are you going?

FRANK
I'm going to get some help.

John smiles weakly. Frank closes the door. He pulls out the gun. Opens the chamber. Sees he's got two bullets. Then he turns out the lights and heads out the door grimly.

166. INT. SECOND FLOOR - CONTINUOUS 166.

Frank emerges from the restroom. He starts stealthily down a corridor. it seems to be empty.

CUT TO:

167. INT. SECOND FLOOR - SPORT SHOP 167.

RHODES

--smiling as he prowls through a nearby corridor. Passes a shop selling sproting goods equipment. Sees something he likes inside. He smashes the window.

168. INT. SECOND FLOOR 168.

FRANK

--tensing up at the sound of the smashed glass. Knows Fallon or Rhodes is nearby. He hurries toward the end of the corridor.

169. INT. SECOND FLOOR - SPORT SHOP 169.

Rhodes reaching through window. Grabs a Chicago Bulls cap. Puts it on his head. Keeps going.

170. INT. SECOND FLOOR - METAL CAGE 170.

FRANK

--ready to do what he has to. Gets to end of corridor. Makes a hard left. Nothing, but an empty metal cage in front of him.

But the cage isn't empty. And Frank nearly jumps out of his shoes as a huge, snarling German shepher guard dog appears and throws itself at Frank. Dying to get at him. Barking it's goddamn head off. Frank dives away from the cage, hiding behind a display counter. Then he sees --

RHODES SMILING

Drawn by the sound of the barking dog.

Frank reacts. Gets a shot off. Tough to know if he's hit Rhodes or not. All Frank can see is the darkness.

171. INT. RESTROOM CLOSET 171.

John tenses at the sound of the shot.

172. INT. SECOND FLOOR - METAL CAGE 172.

BACK ON FRANK

He can't see shit and all he can hear is the sound of that goddamn barking dog. Then --

(CONTINUED)

172. CONTINUED: 172.

RHODES

--reappears in the corridor like a terrible specter. Backlit by the fluorescent lights of a shop, Frank can see the gun in Rhodes' hand. Pointing at him. Frank raises his gun. Aims.

173. INT. RESTROOM 173.

John reacts to this second shot. Then from outside the rest room he hears footsteps. Somebody running.

JOHN

Frank...

Then the sound of the restroom door opening. The lights are thrown on. John doesn't move. He hears the footsteps now as they start walking slowly through the restroom. He peers out through the small grill on the closet door. He gets a glimpse of the feet as they pass. He knows they don't belong to Frank.

IT'S FALLON

-- walking slowly through, looking around. No idea whether anybody's hiding in here or not.

He's going to check the three stalls. He looks inside the first one.

JOHN. Watching and listening, fighting through the pain.

174. INT. MARKET - SECOND FLOOR 174.

Frank, having come outthe winner in his showdown with Rhodes, is making his way back toward the restroom through the narrow corridors that line the market. He's having a little difficulty finding his way back because of the darkness, and because so many of these little shops look exactly alike, it's difficult for him to get his bearings.

175. INT. RESTROOM 175.

FALLON. Throws open the last stall door. It's empty. He decides to look elsewhere. He heads back toward the door. He's about to leave when he glances at the utility closet door.

JOHN. He's startled by Fallon's sudden glance in his direction, and he whips his head back quickly. In the process, he knocks over the mop leaning against the wall.

FALLON turns back to the closet. Maybe he heard the slight sound, maybe he didn't, but he's going to check it out. He starts walking back toward the closet.

(CONTINUED)

175. CONTINUED: 175.

JOHN. Shuddering in the closet as he hears Fallon's footsteps coming toward him.

176. INT. MARKET - SECOND FLOOR 176

FRANK is still running. He's just rounded the corner. The second he sees the light on in the restroom, he knows something is terribly wrong. He really pours it on.

CUT TO:

177. INT. RESTROOM 177.

Fallon is just steps away from the closet.

178. INT. MARKET - SECOND FLOOR 178.

FRANK.

He rushes up to the restroom door just as Fallon is about to open the closet. Frank stops in his tracks and silently pulls out his gun. He knows it's out of bullets, but it isn't entirely useless. Frank hurls the gun through the window of a nearby shop, shattering the glass.

179. INT. RESTROOM 179.

FALLON.

He's distracted by the sound of breaking glass nearby. He whips around. Nobody there.

180. INT. MARKET - SECOND FLOOR 180.

Fallon rushes out of the restroom onto the market floor. He looks around, no sign of anybody.

FALLON
Rhodes? That you?

When there is no reply, Fallon smiles.

FALLON
Hey, Frank? Frank, I'm impressed.

Fallon's moving slowly down the corridor. He passes the broken shop window.

FRANK IS HIDING NEARBY.

--crouched down in one of the narrow alleyways, behind a trash pail. He hears Fallon coming. Very close by.

(CONTINUED)

180. CONTINUED: 180.

FALLON
Maybe you're gonna make it home after all, Frank.

FRANK

He seems to have a plan of some sort. He's fighting his fear as he finishes pulling his belt through the loops.

FALLON

He's just steps away.

FALLON
...all you have to do is get past me.

And with that, Fallon passes Frank's hiding place. Fallon doesn't see or hear Frank as Frank comes up behind him with his belt wrapped tightly around his two clenched fists. As Frank moves up stealthily behind Fallon, his brow is sweating, and his heart is pounding, but he doesn't falter. Not for a moment. Then Frank lunges forward, wrapping his belt tightly around the startled Fallon's throat.

Frank pulls onthe belt with all his might, savagely choking the life out of Fallon. But Fallon is like a bull and he flings Frank all over the place, shattering glass shop windows, knocking over metal cages, smashing into the walls. But Frank's hanging on for dar life, tightening his grip and now the gasping, choking Fallon stops flailing as he raises up his gun and points it back over his shoulder. Frank sees the gun, but he knows he's a dead man if he lets go of Fallon. He begins jerking his head from side to side as he continues to strangle Fallon. Then --

FALLON FIRES

The blast rips a hole in Frank's collar, and it burns the side of his face. But Frank hangs on. Tightening his grip. But he's taking a terrible beating, getting pounded into walls and shop windows. Frank hangs on like a cowboy riding a wild bull, but he doesn't look like he can last much longer. Their struggle carried them out into the mezzanine area from which you can look out upon the entire market. There's a guard rail around the edge. Then Fallon makes his mightiest effort yet. He raises up the gun again and aims it back over his shoulder at Frank. Now --

FALLON'S GOT THE GUN POINTED RIGHT BETWEEN FRANK'S EYES

(CONTINUED)

180. CONTINUED: 180.

Frank's eyes grow wide. If Fallon manages to squeeze off this shot, he's dead. Frank thinks fast and in a desperate attempt to save himself, he backs the two of them up against the guard rail, and just as Fallon's about to pull the trigger, Frank leans way back over the guard rail and sends the both of them hurtling backwards over the railing.

181. INT. MARKET MAIN FLOOR 181.

Frank and Fallon fall the two flights to the lobby below. They crash through the glass partition that encloses the office area and hit the floor. Frank has a tough time getting up. A pool of blood spreads out beneath him and he appears to be dead.

Frank quickly checks himself for injuries. He's amazed to find that he's basically okay. Just cut up a little. Then he turns his back on Fallon and starts heading toward the stairs. He stops when he spots a phone on the desk inside one of the shops. He rushes to the shop, smashes the window and opens the door. Goes inside. Dials 911.

VOICE (V.O.)
Police emergency. Can I help you?

FRANK
Yeah. Listen to me, I need an ambulance. Right away. I...

Suddenly there's a gun pressed against Frank's head.

VOICE (V.O.)
Turn around, slow...

Frank is stunned. His life passes before him. He turns around. It isn't Fallon. It's a uniformed police officer.

182. EXT. THE MARKET - NIGHT 182.

There's an ambulance and two cop cars on the scene. Frank watches anxiously as the paramedic hooks up the semi-conscious John to an I.V. unit.

FRANK
Will he --

PARAMEDIC
(nods)
You did a good job.

JOHN
Thanks, Frank.

Frank smiles as he clutches his brother's hand.

(CONTINUED)

182. CONTINUED: 182.

FRANK
I told you you were tough.

John smiles up at his brother. Frank is about to climb into the ambulance when a cop approaches. He's got something in his hand.

COP
Mr. Wyatt. We found this inside.

The cop is holding Frank's wallet. It's open.

COP
You must have dropped it.

As Cop hands Frank the wallet, he glances at Frank's driver's license photo. He smiles --

COP
Funny...doesn't even look like you.

As the Cop goes off, Frank looks at his driver's license.

FRANK
No, not anymore.

Then Frank looks at the photo of his wife and little girl. He brighten a bit.

The Paramedic is loading John into the ambulance. He says to Frank --

PARAMEDIC
Ready to go?

Frank puts the wallet in his pocket. He gets into the ambulance. Settles in next to John. Strokes his brother's forehead. The doors close and the ambulance goes speeding off into the night.

FADE OUT

THE END